

(Official Form 1) (10/05)

<b>United States Bankruptcy Court</b> <b>Southern District of New York</b>						<b>Voluntary Petition</b>																					
Name of Debtor (if individual, enter Last, First, Middle): <b>Platform Learning Inc.</b>				Name of Joint Debtor (Spouse) (Last, First, Middle):																							
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):				All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																							
Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all): <b>74-3080986</b>				Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all):																							
Street Address of Debtor (No. & Street, City, and State): <b>55 Broad Street</b> <b>25th Floor</b> <b>New York, NY</b> <div style="text-align: right; font-size: small;">ZIP Code <b>10004</b></div>				Street Address of Joint Debtor (No. & Street, City, and State): <div style="text-align: right; font-size: small;">ZIP Code</div>																							
County of Residence or of the Principal Place of Business: <b>New York</b>				County of Residence or of the Principal Place of Business:																							
Mailing Address of Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>				Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; font-size: small;">ZIP Code</div>																							
Location of Principal Assets of Business Debtor (if different from street address above):																											
<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and provide the information requested below.) State type of entity:		<b>Nature of Business</b> (Check all applicable boxes.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Nonprofit Organization qualified under 26 U.S.C. § 501(c)(3)		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 13																							
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.																									
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.						THIS SPACE IS FOR COURT USE ONLY																					
<b>Estimated Number of Creditors</b> <table style="width: 100%; font-size: x-small;"> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1000-5,000</td> <td>5001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>								1-49	50-99	100-199	200-999	1000-5,000	5001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1000-5,000	5001-10,000			10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000																
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																
<b>Estimated Assets</b> <table style="width: 100%; font-size: x-small;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>						\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million																				
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																				
<b>Estimated Debts</b> <table style="width: 100%; font-size: x-small;"> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>						\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million																				
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																				

(Official Form 1) (10/05)

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): <b>Platform Learning Inc.</b>	
<b>Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than one, attach additional sheet)			
Location Where Filed: <b>- None -</b>		Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)			
Name of Debtor: <b>- None -</b>		Case Number:	Date Filed:
District:		Relationship:	Judge:
<div style="text-align: center;"><b>Exhibit A</b></div> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<div style="text-align: center;"><b>Exhibit B</b></div> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p>I further certify that I delivered to the debtor the notice required by §342(b) of the Bankruptcy Code.</p> <p><b>X</b> _____          Signature of Attorney for Debtor(s)                      Date</p>	
<div style="text-align: center;"><b>Exhibit C</b></div> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No</p>		<div style="text-align: center;"><b>Certification Concerning Debt Counseling by Individual/Joint Debtor(s)</b></div> <p><input type="checkbox"/> I/we have received approved budget and credit counseling during the 180-day period preceding the filing of this petition.</p> <p><input type="checkbox"/> I/we request a waiver of the requirement to obtain budget and credit counseling prior to filing based on exigent circumstances. (Must attach certification describing.)</p>	
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>			
<b>Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Statement by a Debtor Who Resides as a Tenant of Residential Property</b> <i>Check all applicable boxes.</i>			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			

(Official Form 1) (10/05)

**Voluntary Petition***(This page must be completed and filed in every case)*

Name of Debtor(s):

**Platform Learning Inc.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by §342(b) of the Bankruptcy Code.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Attorney**

**X** /s/ Eric W. Sleeper  
Signature of Attorney for Debtor(s)

Eric W. Sleeper ES-0528  
Printed Name of Attorney for Debtor(s)

Herrick, Feinstein LLP  
Firm Name

2 Park Avenue  
New York, NY 10016

\_\_\_\_\_  
Address

(212) 592-1400 Fax: (212) 592-1500  
Telephone Number

June 21, 2006  
Date

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ Juan Torres  
Signature of Authorized Individual

Juan Torres  
Printed Name of Authorized Individual

President  
Title of Authorized Individual

June 21, 2006  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by §1515 of title 11 are attached.

☐ Pursuant to §1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

**PLATFORM LEARNING INC.**

**SECRETARY'S CERTIFICATE**

June 19, 2006

I, Issac J. Vaughn, certify that I am the duly elected, qualified and acting Secretary of Platform Learning Inc. (the "Corporation"), and further certify on behalf of the Corporation as to the following:

Attached hereto as "Appendix A" is a true, correct and complete copy of resolutions duly adopted by the Board of Directors of the Corporation on June 18, 2006 authorizing the filing of a voluntary petition for relief under the provisions of Chapter 11 of Title 11 of the United States Code, as amended by the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005, which resolutions were duly adopted in accordance with the Corporation's Certificate of Incorporation, By-Laws and all applicable laws, and which resolutions have not in any way been modified or rescinded, but are in full force and effect.

IN WITNESS WHEREOF, I have signed this certificate on this 19 day of June, 2006.

PLATFORM LEARNING INC.

By: /s/ Issac J. Vaughn  
Name: Issac J. Vaughn  
Title: Secretary

### **CORPORATE RESOLUTIONS**

WHEREAS, the Board of Directors of Platform Learning Inc. (the "Board") has considered the financial and operational condition of the business of Platform Learning Inc. (the "Company"), including the assets and liabilities of the Company, the liquidity situation of the Company, its operational performance, prospects and the alternatives available to the Company, and the impact of the foregoing on the Company's business; and

WHEREAS, the Board has reviewed, considered, and received information provided to it by the management of the Company and the Company's legal and accounting professionals and financial and other advisors, as to the Company's operational and financial circumstances and corresponding basis for the filing of a Chapter 11 bankruptcy case;

#### **NOW, THEREFORE, BE IT:**

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of this Company, its creditors, stockholders, and other interest holders and other interested parties, that the Company file or cause to be filed a voluntary petition for relief under the provisions of Chapter 11 of Title 11 of the United States Code, as amended by the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 (the "Bankruptcy Code");

RESOLVED, that Juan Torres and Eugene V. Wade Jr. (each, an "Authorized Person") be, and they each hereby are, authorized to execute, verify and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem necessary or proper to obtain such relief and commence a case under Chapter 11 of the Bankruptcy Code (the "Chapter 11 Case");

RESOLVED, that any Authorized Person be, and hereby is, authorized and directed to employ, on behalf of the Company, the law firm of Herrick, Feinstein LLP ("Herrick") and Argus Management Corporation ("Argus"), as general bankruptcy counsel and financial advisors, respectively, to the Company to represent and assist the Company in filing and fulfilling its obligations under Chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Company's rights in connection therewith; any Authorized Person is hereby authorized and directed to execute appropriate retention agreements, to have paid appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed with the Bankruptcy Court an appropriate application for authority to retain the services of Herrick and Argus;

RESOLVED, that any Authorized Person be, and hereby is, authorized and directed on behalf of, and in the name of, the Company to make arrangements for postpetition financing and/or use of cash collateral, as the case may be, for the Company, during and for the administration of, its Chapter 11 Case, and to execute any and all documents that, at the discretion of such Authorized Person, are necessary, convenient or advisable for consummating the same;

RESOLVED, that any Authorized Person be, and hereby is, authorized and directed on behalf of, and in the name of, the Company to make, as may be deemed necessary and appropriate, arrangements to sell the assets of the Company (the "Asset Sales"), as part of the Chapter 11 Case, to bidders on the highest and best terms offered, and to execute and deliver any corresponding Asset Purchase Agreements and any and all other documents that, at the discretion of such Authorized Person, are necessary, convenient or desirable to consummate Asset Sales including all other agreements, instruments, certificates and other documents to be entered into or delivered by any party in connection with the transactions contemplated pursuant to any Asset Sales;

RESOLVED, that any Authorized Person be, and hereby is, authorized and directed on behalf of, and in the name of, the Company to, as they deem necessary and appropriate upon advice of counsel, have prepared and to propose a plan of reorganization or liquidation under Chapter 11 of the Bankruptcy Code (including any and all modifications, supplements, and amendments thereto) which may effectuate, among other things, the distribution of the proceeds from any Asset Sales and to cause such plan(s) to be filed in the Bankruptcy Court at such time as said Authorized Person shall determine;

RESOLVED, that any Authorized Person be, or any of the Company's employees or agents (including counsel) designated by or directed by any such Authorized Person, be and each hereby is, authorized and directed on behalf of, and in the name of, the Company to take such steps as may be necessary, appropriate, or desirable in connection with such plan of reorganization or liquidation and to make such motions and other filings with the Bankruptcy Court and do all other things, as may be or become necessary, appropriate or desirable for the successful confirmation and implementation of such plan(s);

RESOLVED, that any Authorized Person be, and hereby is, authorized and directed to employ additional professionals, including any attorneys, financial advisors and consultants as such Authorized Person deems necessary or appropriate to represent and assist the Company in carrying out its duties under the Bankruptcy Code both prior to, and after the commencement of, the Chapter 11 Case; and in connection therewith, such Authorized Person is hereby authorized and directed to execute appropriate retention agreements, have paid appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of such additional professionals;

RESOLVED, that any Authorized Person be, and hereby is, authorized and directed, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further actions, and to execute, acknowledge, deliver and file any and all such instruments as such Authorized Person deems necessary or desirable in order to carry out the purposes and intention of the foregoing resolutions; and

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby approved, ratified and confirmed in all respects.

Form 4  
(10/05)

**United States Bankruptcy Court  
Southern District of New York**

In re **Platform Learning Inc.**

Debtor(s)

Case No.

Chapter **11**

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>Scholastic Inc. 557 Broadway New York, NY 10012</b>	<b>Beth Polcari Scholastic Inc. 557 Broadway New York, NY 10012 212-965-7404</b>	<b>Trade Vendor</b>		<b>2,896,335.61</b>
<b>Adecco USA, Inc. 175 Broad Hollow Road Attn: General Counsel Melville, NY 11747</b>	<b>Richard Colefield Adecco 61 Broadway New York, NY 10006-2701 212-509-3300</b>	<b>Trade Vendor</b>		<b>2,476,648.03</b>
<b>Philosophy IB 25 A Vreeland Road Suite 100 Florham Park, NJ 07932</b>	<b>Christine Lohtz Philosophy IB 25 A Vreeland Road, Suite 100 Florham Park, NJ 07932</b>	<b>Trade Vendor</b>		<b>818,269.04</b>
<b>Cambium Learning 313 Speen Street Natick, MA 01760</b>	<b>David Caron, CFO Cambium Learning 313 Speen Street Natick, MA 01760 508-647-1340</b>	<b>Trade Vendor</b>		<b>722,207.00</b>
<b>Suttle Straus PO Box 370 Waunakee, WI 53597</b>	<b>John Fox Suttle Straus PO Box 370 Waunakee, WI 53597 608-849-7000 x222</b>	<b>Trade Vendor</b>		<b>463,170.28</b>
<b>Ace Printing Company Inc 54 Fadem Road Springfield, NJ 07081</b>	<b>Mike Marantz Ace Printing Company Inc 54 Fadem Road Springfield, NJ 07081 973-467-4422</b>	<b>Trade Vendor</b>		<b>289,939.61</b>
<b>Korn Ferry International 1900 Avenue of the Stars 26th Floor Los Angeles, CA 90067</b>	<b>Christine Donovan, Esq. The Donovan Group 2920 Newport Blvd., Ste. B Newport Beach, CA 92663 949-673-8674</b>	<b>Trade Vendor</b>		<b>273,811.00</b>

In re **Platform Learning Inc.**

Debtor(s)

Case No.

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>Ultimus</b> 15200 Weston Parkway Suite 106 Cary, NC 27513	<b>Willis Lumpkin, CFO</b> Ultimus 15200 Weston Pkwy, Suite 106 Cary, NC 27513 919-678-0900 x107	Trade Vendor		<b>248,501.47</b>
<b>Print Media</b> 350 7th Avenue 12th Floor New York, NY 10001	<b>Jordan Wachtell</b> Print Media 350 7th Avenue, 12th Floor New York, NY 10001 212-563-4040	Trade Vendor		<b>246,748.76</b>
<b>Prudential Financial</b> PO Box 841337 Dallas, TX 75284	<b>Joseph Clasen, Esq.</b> Robinson & Cole 695 East Main Street Stamford, CT 06904-2305 203-462-7510	Trade Vendor		<b>241,594.53</b>
<b>KB Toys Wholesale Inc</b> 100 West St Pittsfield, MA 01201	<b>David Pyne</b> KB Toys Wholesale Inc 100 West St Pittsfield, MA 01201 413-496-3360	Trade Vendor		<b>240,872.00</b>
<b>Recruitmax Software, Inc.</b> c/o Mark Silverman, Vurv Techn 7600 Centurian Pkwy, Ste. 100 Jacksonville, FL 32256	<b>Mark Silverman</b> c/o Vurv Technology 7600 Centurian Pkwy, Ste. 100 Jacksonville, FL 32256 904-493-8579	Trade Vendor		<b>231,114.00</b>
<b>Harcourt Assessment, Inc.</b> Customer Service PO Box 708912 San Antonio, TX 78270-8912	<b>Jason Morrow</b> Harcourt Assessment, Inc. Customer Service PO Box 708912 San Antonio, TX 78270-8912 210-339-5155	Trade Vendor		<b>228,775.46</b>
<b>Managerial Design Corporation</b> 1033 Solutions Center Chicago, IL 60677-1000	<b>Richard Quinn</b> Managerial Design Corporation 1033 Solutions Center Chicago, IL 60677-1000 502-867-0550	Trade Vendor		<b>225,773.78</b>
<b>VirtualEdge Corporation</b> 1010 Stony Hill Road Yardley, PA 19067	<b>Mike Gorman</b> VirtualEdge Corporation 1010 Stony Hill Road Yardley, PA 19067 215-504-5400	Trade Vendor	Contingent Unliquidated Disputed	<b>207,778.09</b>
<b>AXA Corp. Solutions Reins. Co.</b> 17 State Street, 38th Floor New York, NY 10004	<b>Vincent Assennato</b> AXA Corp Solutions Reins. Co. 17 State Street / 38th Floor New York, NY 10004 212-658-8673	Leasehold		<b>202,374.38</b>



In re Platform Learning Inc. Case No. \_\_\_\_\_  
Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>ePredix</b> <b>MI 06 PO Box 1150</b> <b>Minneapolis, MN 55480-1150</b>	<b>Malvin Patterson</b> <b>ePredix</b> <b>MI 06 PO Box 1150</b> <b>Minneapolis, MN 55480-1150</b> <b>612-843-1075 or 612-832-0573</b>	<b>Trade Vendor</b>		<b>193,872.00</b>
<b>Russell Reynolds Assoc.</b> <b>200 Park Avenue</b> <b>New York, NY 10166-7018</b>	<b>Michael Iannico</b> <b>Russell Reynolds Assoc.</b> <b>200 Park Avenue</b> <b>New York, NY 10166-7018</b> <b>212-716-7018</b>	<b>Trade Vendor</b>		<b>185,953.47</b>
<b>Nixon Peabody LLP</b> <b>437 Madison Avenue</b> <b>New York, NY 10022</b>	<b>Jeff Clark</b> <b>Nixon Peabody LLP</b> <b>437 Madison Avenue</b> <b>New York, NY 10022</b> <b>202-585-8000</b>	<b>Legal Services</b>		<b>180,000.00</b>
<b>Hudson Bay Environments</b> <b>One Fordham Plaza</b> <b>Bronx, NY 10458-5871</b>	<b>Hudson Bay Environments</b> <b>One Fordham Plaza</b> <b>Bronx, NY 10458-5871</b>	<b>Trade Vendor</b>	<b>Subject to Setoff</b>	<b>175,571.40</b>

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date June 21, 2006 Signature /s/ Juan Torres  
**Juan Torres**  
**President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

In re **Platform Learning Inc.**

Debtor(s)

Case No.

## **GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND DISCLAIMER REGARDING DEBTOR'S SCHEDULES AND STATEMENTS**

The Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Schedules and Statements") filed by Platform Learning Inc., debtor and debtor-in-possession in the above-captioned Chapter 11 case, are unaudited and were prepared pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure by the Debtor's management. While the Debtor's management has made reasonable efforts to file complete and accurate Schedules and Statements based upon information available at the time of preparation, the Schedules and Statements remain subject to further review and verification by the Debtor. Subsequent information may result in material changes in financial and other data contained in the Schedules and Statements. The Debtor reserves the right to amend its Schedules and Statements from time to time as may be necessary or appropriate. This Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding Debtor's Schedules and Statements (the "Global Notes") is incorporated by reference in, and comprises an integral part of, the Schedules and Statements and should be referred to and reviewed in connection with any review of the Schedules and Statements.

1) Description of the Case and "As Of" Information Date. On June 21, 2006 (the "Petition Date"), the Debtor filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101- *et seq.* (the "Bankruptcy Code"). The Debtor is currently operating its business and possessing its property as a debtor-in-possession under Bankruptcy Code §§ 1107 and 1108 of the Bankruptcy Code. Except as otherwise noted, all asset and liability information is as available as of May 2006.

2) Basis of Presentation. These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles ("GAAP"), nor are they intended to fully reconcile to any financial statements otherwise prepared and/or distributed by the Debtor.

3) Summary of Significant Reporting Policies. The following conventions were adopted by the Debtor in the preparation of the Schedules and Statements:

a. Fair Market Value; Book Value. Unless otherwise noted, the Schedules and Statements reflect the carrying value of the liabilities as listed in the Debtor's books and records. Where the current market value of assets is unknown, the Debtor has based its valuation as best as possible on book values; however, particularly with respect to equipment and systems, the Debtor believes the actual value may be substantially lower. Where known, accumulated depreciation of assets has been noted.

b. Inventories. Inventories are valued in the Schedules and Statements at the values indicated on the Debtor's books and records.

c. Real Property and Personal Property – Leased. In the ordinary course of its business, the Debtor leases real property and various articles of personal property, including furniture, fixtures and equipment, from certain third-party lessors. Every attempt has been made to set forth all such leases in the Schedules and Statements. The property subject to leases may not be reflected in the Schedules and Statements as either owned property or assets of the Debtor or property or assets of third-parties within the control of the Debtor. The lease payments under such leases have been included on Schedule D (secured debt) to the extent the lessor filed a UCC-1. However, nothing in the Schedules or Statements is or shall be construed as an admission or determination as to the legal status of any lease (including whether to assume and assign or reject such lease or whether it is a true lease or a financing arrangement), and the Debtor reserves all of its rights with respect to all such issues.

d. Causes of Action. The Debtor reserves all of its rights with respect to any causes of action it may have, and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.

e. Schedule D. The Debtor reserves the right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, although the Debtor may have scheduled claims of various creditors as secured claims, the Debtor reserves all of its rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided on Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements

f. Schedule G. While every effort has been made to ensure the accuracy of the Schedule of Executory Contracts, inadvertent errors or omissions may have occurred. The Debtor hereby reserves all of its rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth on Schedule G and to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature, if any, have been scheduled to the best of the Debtor's knowledge. Additionally, the Debtor may be a party to various other agreements concerning real property, such as easements, rights of way, subordination, nondisturbance, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps and other miscellaneous agreements. Such agreements, if any, are not set forth on Schedule G. Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtor reserves all of its rights, claims and causes of action with respect to the contracts and agreements listed on these Schedules and Statements, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument.

g. Disputed, Contingent and/or Unliquidated Claims. Schedules D, E and F permit the Debtor to designate a claim as disputed, contingent and/or unliquidated. A failure to designate a claim on any of these Schedules as disputed, contingent and/or unliquidated does not constitute an admission that such claim is not subject to objection. The Debtor reserves the right to dispute, or assert offsets or defenses to, any claim reflected on these Schedules as to amount, liability or status.

Form 6-Summary  
(10/05)

**United States Bankruptcy Court**  
**Southern District of New York**

In re **Platform Learning Inc.**,  
Debtor

Case No. \_\_\_\_\_

Chapter **11**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities."

			AMOUNTS SCHEDULED		
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>0.00</b>		
B - Personal Property	<b>Yes</b>	<b>5</b>	<b>21,026,147.54</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>3</b>		<b>21,998,069.07</b>	
E - Creditors Holding Unsecured Priority Claims	<b>Yes</b>	<b>2</b>		<b>15,655.46</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>52</b>		<b>14,919,765.69</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>7</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>71</b>			
Total Assets			<b>21,026,147.54</b>		
Total Liabilities				<b>36,933,490.22</b>	

Form B6A  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE A. REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

Sub-Total > **0.00** (Total of this page)

Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B. PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." In providing the information requested in this schedule, do not include the name or address of a minor child. Simply state "a minor child."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	<b>X</b>			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		<b>SVB (Checking)</b>	-	<b>Unknown</b>
		<b>JPMorgan Chase (Checking)</b>	-	<b>Unknown</b>
		<b>Bank of America CD</b>	-	<b>150,000.00</b>
		<b>Collateral CD - To Back LC (Beneficiary: Dell)</b>	-	<b>98,456.00</b>
		<b>Collateral CD - To Back LC (Beneficiary: AXA)</b>	-	<b>527,281.00</b>
3. Security deposits with public utilities, telephone companies, landlords, and others.		<b>E&amp;Y / 55 Broad Street Office</b>	-	<b>51,986.00</b>
		<b>E&amp;Y / 55 Broad Street</b>	-	<b>3,165.00</b>
		<b>Dubrow Management/Newark Office</b>	-	<b>5,666.66</b>
		<b>K.L. Holdings LLC / Camden</b>	-	<b>5,933.52</b>
		<b>The TreeLine 189 Partners / Brooklyn/Queens Office</b>	-	<b>14,864.74</b>
		<b>Harlem Legal Services/Bronx Office</b>	-	<b>2,744.00</b>
		<b>IRP - Lincoln Atlanta Assoc / Atlanta Office</b>	-	<b>7,118.76</b>
		<b>GS Equities LLC / Detroit Office</b>	-	<b>2,296.45</b>
		<b>Plymouth Partners / Chicago Office</b>	-	<b>4,425.48</b>
		<b>Jim Petropoulos / San Diego Office</b>	-	<b>4,470.00</b>
		<b>Regis Business Center / LA Regis Business</b>	-	<b>4,234.21</b>
		<b>Younan Properties / LA Office</b>	-	<b>11,055.60</b>
		<b>COMAC Gas and Electric / Chicago Office</b>	-	<b>585.00</b>
		<b>Chelsea Storage</b>	-	<b>661.00</b>
Sub-Total > (Total of this page)				<b>894,943.42</b>

4 continuation sheets attached to the Schedule of Personal Property

Form B6B  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B. PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		<b>RRFV Tri City Partners / San Bernadino Office</b>	-	<b>2,938.30</b>
		<b>Con Ed Communications / 17 State Street</b>	-	<b>5,000.00</b>
		<b>Jones Lang Lasalle / Miami Office</b>	-	<b>17,424.00</b>
		<b>FBEC - Brickell Key Center / Ft Lauderdale Office</b>	-	<b>44,341.92</b>
		<b>Radice III, LLC / Ft. Lauderdale Office</b>	-	<b>16,998.26</b>
		<b>Genesis / Akron, Cleveland Office</b>	-	<b>5,335.75</b>
		<b>MWH #14 Corp / Tampa Office</b>	-	<b>4,117.75</b>
		<b>Flagler Development Co / Jacksonville Office</b>	-	<b>18,923.96</b>
		<b>The Exchange of Ft. Lauderdale LLC / Orlando Office</b>	-	<b>5,849.38</b>
		<b>Abrams Family Investment LLC / Las Vegas</b>	-	<b>7,177.99</b>
4. Household goods and furnishings, including audio, video, and computer equipment.	<b>X</b>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<b>X</b>			
6. Wearing apparel.	<b>X</b>			
7. Furs and jewelry.	<b>X</b>			
8. Firearms and sports, photographic, and other hobby equipment.	<b>X</b>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<b>X</b>			
10. Annuities. Itemize and name each issuer.	<b>X</b>			

Sub-Total > **128,107.31**  
(Total of this page)

Sheet 1 of 4 continuation sheets attached  
to the Schedule of Personal Property

Form B6B  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE B. PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)).	<b>X</b>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<b>X</b>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<b>X</b>			
14. Interests in partnerships or joint ventures. Itemize.	<b>X</b>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<b>X</b>			
16. Accounts receivable.		<b>Invoiced A/R</b>	-	<b>5,381,674.00</b>
		<b>Accrued A/R (Estimated)</b>	-	<b>2,800,000.00</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	<b>X</b>			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			

Sub-Total > **8,181,674.00**  
(Total of this page)

Sheet 2 of 4 continuation sheets attached  
to the Schedule of Personal Property



Form B6B  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE B. PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<b>Unknown</b>		-	<b>0.00</b>
22. Patents, copyrights, and other intellectual property. Give particulars.		<b>SMART Software</b>	-	<b>Unknown</b>
		<b>Project Elevate Software</b>	-	<b>Unknown</b>
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>Computer Equipment (at NBV as of 3/31/06)</b>	-	<b>1,084,914.53</b>
		<b>Other Equipment (at NBV as of 3/31/06)</b>	-	<b>6,705.94</b>
		<b>Systems (at NBV as of 3/31/06)</b>	-	<b>6,388,536.93</b>
29. Machinery, fixtures, equipment, and supplies used in business.		<b>Furniture</b>	-	<b>879,597.59</b>
		<b>Leasehold Improvements</b>	-	<b>222,540.42</b>
30. Inventory.		<b>Curriculum (as of 3/31/06)</b>	-	<b>1,958,520.00</b>
		<b>Student Rewards (as of 3/31/06)</b>	-	<b>882,491.00</b>
		<b>Marketing Collateral (as of 3/31/06)</b>	-	<b>254,082.00</b>
		<b>Other (as of 3/31/06)</b>	-	<b>144,034.40</b>
31. Animals.	<b>X</b>			

Sub-Total > **11,821,422.81**  
(Total of this page)

Sheet **3** of **4** continuation sheets attached  
to the Schedule of Personal Property

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B. PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sheet **4** of **4** continuation sheets attached  
to the Schedule of Personal Property

Sub-Total > **0.00**  
(Total of this page)  
Total > **21,026,147.54**

(Report also on Summary of Schedules)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. §112; Fed.R.Bankr.P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.			<b>Subordinated debt (in participation with Capital Resource Partners)</b>					
<b>AlpInvest Partners Inc. 630 Fifth Avenue, 28th Floor New York, NY 10111</b>	-						<b>4,805,260.99</b>	<b>Unknown</b>
Value \$			<b>0.00</b>					
Account No.			<b>Bank of America CD</b>					
<b>Bank of America PO Box 60073 City Of Industry, CA 91716-0073</b>	-						<b>0.00</b>	<b>0.00</b>
Value \$			<b>150,000.00</b>					
Account No.			<b>1/6/05, 8/16/05</b>					
<b>Canon Bus. Solutions-East, Inc P.O. Box 728 Park Ridge, NJ 07656</b>	-		<b>1/6/05: Lease #4153010, 2 Canon IR500; 8/16/05: Lease #200140062, 2 Canon IR5020 copiers, 1 Canon IRC3220 copier, 1 Canon DR9080C Scanner</b>				<b>0.00</b>	<b>Unknown</b>
Value \$			<b>Unknown</b>					
Account No.			<b>7/20/05, 7/27/05, 8/16/05</b>					
<b>Canon Fin. Services, Inc. 158 Gaither Drive #200 Suite 100 Mount Laurel, NJ 08054</b>	-		<b>7/20/05: All equipment under Lease #005-0262702-0002; 7/27/05: All equipment under Lease #005-0262702-0003; 8/16/05: All equipment under Lease #005-0262702-0004</b>				<b>7,295.93</b>	<b>Unknown</b>
Value \$			<b>Unknown</b>					
Subtotal							<b>4,812,556.92</b>	
(Total of this page)								

2 continuation sheets attached

Form B6D - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.								
<b>Additional Notice:</b> <b>Canon Fin. Services, Inc.</b>			<b>Canon Fin. Services, Inc.</b> <b>15325 S.E. 30th Place</b> <b>Suite 100</b> <b>Bellevue, WA 98007</b>					
			Value \$					
Account No.			<b>10/8/04, 1/12/05</b>					
<b>Capital Resource Partners V LP</b> <b>85 Merrimac Street</b> <b>Suite 200</b> <b>Boston, MA 02114</b>		-	<b>All Assets</b>					
			Value \$ <b>Unknown</b>				<b>9,516,026.26</b>	<b>Unknown</b>
Account No.			<b>8/24/04, 11/4/04</b>					
<b>Dell Financial Services, LP</b> <b>12234 N. IH-35 Bldg B</b> <b>Austin, TX 78753</b>		-	<b>All computer equipment pursuant to</b> <b>equipment leases #006361067-0002 and</b> <b>#006361067-0003</b>					
			Value \$ <b>Unknown</b>				<b>50,156.58</b>	<b>Unknown</b>
Account No.			<b>Dell Financial Services</b> <b>899 Eaton Avenue</b> <b>Bethlehem, PA 18025</b>					
<b>Additional Notice:</b> <b>Dell Financial Services, LP</b>								
			Value \$					
Account No.			<b>Dell Financial Services, LP</b> <b>99355 Collections Center Drive</b> <b>Chicago, IL 60693</b>					
<b>Additional Notice:</b> <b>Dell Financial Services, LP</b>								
			Value \$					

Sheet **1** of **2** continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

Subtotal  
(Total of this page)

**9,566,182.84**

Form B6D - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
			DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN					
Account No.			<b>1/20/04</b>					
<b>IOS Capital Inc.</b> <b>1738 Bass Road</b> <b>Macon, GA 31210</b>		-	<b>Master Agt/Lease No:----- Cust: 1159844</b> <b>CAIR110 NQU00109 CAIR2010F</b> <b>MRU04019 CAIR2010F MRU04035</b> <b>CAIR201F MRU04037 CAIR2010F</b> <b>MRU04023 CAIR2010F MRU000154</b> <b>CAIR2010F MRU04185 CAIR2010F</b> <b>MRU03443 CAIR1370F MNT06127</b>					
			Value \$ <b>0.00</b>				<b>0.00</b>	<b>0.00</b>
Account No.			<b>10/20/05</b>					
<b>Relational LLC</b> <b>101 Federal Street</b> <b>Suite 1900</b> <b>Boston, MA 02110</b>		-	<b>Various Computer Equipment pursuant</b> <b>to Master Equipment Lease Agreement</b> <b>dated October 5, 2005</b>					
			Value \$ <b>Unknown</b>				<b>2,058,874.31</b>	<b>Unknown</b>
Account No.			<b>11/9/04, 11/12/04, 9/8/05</b>					
<b>Silicon Valley Bank</b> <b>221 Washington St., Ste. 200</b> <b>One Newton Executive Park</b> <b>Newton, MA 02462</b>		X -	<b>Equipment financed with an Equipment</b> <b>Finance pursuant to Security</b> <b>Agreement, dated September 30, 2004;</b> <b>All assets (UCC-1 9/8/05)</b>					
			Value \$ <b>0.00</b>				<b>5,560,455.00</b>	<b>Unknown</b>
Account No.								
			Value \$					
Account No.								
			Value \$					

Sheet **2** of **2** continuation sheets attached to  
Schedule of Creditors Holding Secured Claims

Subtotal  
(Total of this page)

**7,619,329.31**

Total  
(Report on Summary of Schedules)

**21,998,069.07**

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R.Bankr.P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community". If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. If applicable, also report this total on the Means Test form.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☒ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,000\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$4,925\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,225\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\*Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

Form B6E - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
Account No.								
<b>Brenda Leggett c/o Frances Farber-Walter, Esq 25 Main Street, Suite 104 Hackensack, NJ 07601</b>		-					<b>7,500.00</b>	<b>7,500.00</b>
Account No.								
<b>Marlene Wechsler 1501 First Avenue Apt. 4S New York, NY 10021</b>		-					<b>1,087.76</b>	<b>1,087.76</b>
Account No.								
<b>Stacey Johnson c/o Peter Ulanowicz, Esq. 4486 Davie Road Davie, FL 33314</b>		-					<b>7,067.70</b>	<b>0.00</b>
Account No.								
Account No.								
Subtotal (Total of this page)							<b>15,655.46</b>	<b>8,587.76</b>
Total (Report on Summary of Schedules)							<b>15,655.46</b>	<b>8,587.76</b>

Sheet **1** of **1** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R.Bankr.P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community maybe liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
<b>45 Academy Street Associates c/o Dubrow Management 45 Academy Street, Suite 200 Newark, NJ 07102</b>		-				<b>2,800.00</b>
Account No.						
<b>4T-Technologies, Inc. 885 Woodstock Road Suite 430 # 220 Rosewell, GA 30075-2274</b>		-				<b>17,448.00</b>
Account No.						
<b>55 Broad Street LP 345 Park Avenue New York, NY 10154-0101</b>		-				<b>225.00</b>
Account No.						
<b>AAA Architectural Hardware Co 44 West 46th Street New York, NY 10036</b>		-				<b>119.21</b>
Subtotal (Total of this page)						<b>20,592.21</b>

51 continuation sheets attached



Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>ABM Janitorial Services</b> <b>PO Box 19459A</b> <b>Newark, NJ 07195-0459</b>	-						<b>8,239.43</b>
Account No.							
<b>Abrams Family Investments LLC</b> <b>c/o United Ins. Co. of America</b> <b>7674 W. Lake Mead Blvd, #104</b> <b>Las Vegas, NV 89128</b>	-						<b>7,348.13</b>
Account No.							
<b>Additional Notice:</b> <b>Abrams Family Investments LLC</b>							
Account No.							
<b>ACC Business</b> <b>PO Box 13136</b> <b>Newark, NJ 07101-5636</b>	-						<b>475.00</b>
Account No.							
<b>Accountemps</b> <b>12400 Collections Center Drive</b> <b>Chicago, IL 60693</b>	-						<b>624.00</b>
Sheet no. <u>1</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>16,686.56</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>AccuConference</b> <b>Attn: David Byrd</b> <b>6300 Ridglea Place, Suite 318</b> <b>Fort Worth, TX 76116</b>	-						<b>14,629.16</b>
Account No.							
<b>Ace Printing Company Inc</b> <b>54 Fadem Road</b> <b>Springfield, NJ 07081</b>	-						<b>289,939.61</b>
Account No.							
<b>Acxiom</b> <b>12445 Collection Center Drive</b> <b>Chicago, IL 60693</b>	-						<b>7,667.75</b>
Account No.							
<b>Adecco USA, Inc.</b> <b>175 Broad Hollow Road</b> <b>Attn: General Counsel</b> <b>Melville, NY 11747</b>	-						<b>2,476,648.03</b>
Account No.							
<b>Additional Notice:</b> <b>Adecco USA, Inc.</b>		<b>Adecco</b> <b>PO Box 371084</b> <b>Pittsburgh, PA 15250-7084</b>					
Sheet no. <u>2</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>2,788,884.55</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. <b>Additional Notice:</b> <b>Adecco USA, Inc.</b>		<b>Adecco</b> <b>99 Summer Street</b> <b>Attn: VP of Operations</b> <b>Boston, MA 02110</b>				
Account No. <b>Additional Notice:</b> <b>Adecco USA, Inc.</b>		<b>Adecco</b> <b>61 Broadway</b> <b>New York, NY 10006-2701</b>				
Account No. <b>ADP Inc</b> <b>PO Box 7247-0351</b> <b>Philadelphia, PA 19170-0351</b>	-					<b>18,586.75</b>
Account No. <b>AFCO</b> <b>Dept 21315</b> <b>Pasadena, NY 91185-1315</b>	-					<b>98.08</b>
Account No. <b>AHA! Interactive</b> <b>53 W. Jackson Blvd.</b> <b>Suite 1135</b> <b>Chicago, IL 60604</b>	-					<b>62,776.03</b>
<p>Sheet no. <u>3</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims</p>						<p>Subtotal (Total of this page)</p> <p><b>81,460.86</b></p>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>ALEKS Corporation</b> <b>400 North Tustin, Suite 300</b> <b>Santa Ana, CA 92705</b>	-					<b>1,625.00</b>
Account No.						
<b>All Shredding Corp</b> <b>27 Williams Street 4th Floor</b> <b>New York, NY 10005</b>	-					<b>189.66</b>
Account No.						
<b>Allessandra Cautenicci</b> <b>6200 Wagner Lane</b> <b>Bethesda, MD 20816</b>	-					<b>9,070.73</b>
Account No.						
<b>Allied Office Products</b> <b>100 Delawanna Ave</b> <b>Clifton, NJ 07014</b>	-					<b>78,324.01</b>
Account No.						
<b>Arrowhead</b> <b>PO Box 52237</b> <b>Phoenix, AZ 85072-2237</b>	-					<b>200.89</b>
Sheet no. <b>4</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>89,410.29</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>AXA Corp. Solutions Reins. Co.</b> <b>17 State Street, 38th Floor</b> <b>New York, NY 10004</b>	-					<b>202,374.38</b>
Account No.						
<b>Ayers Group</b> <b>405 Lexington Avenue</b> <b>New York, NY 10174</b>	-					<b>88,000.00</b>
Account No.						
<b>Bekins Worldwide Solutions</b> <b>135 S. LaSalle, Dept. 1624</b> <b>Chicago, IL 60674-1624</b>	-					<b>3,364.11</b>
Account No.						
<b>Bellsouth</b> <b>PO Box 70529</b> <b>Charlotte, NC 28272-0529</b>	-					<b>3,034.93</b>
Account No.						
<b>BIG</b> <b>1131 W. Warner Road, Suite 102</b> <b>Tempe, AZ 85284</b>	-					<b>12,349.76</b>
Sheet no. <u>5</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>309,123.18</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>Big Apple Car</b> <b>169 Bay 17th Street</b> <b>Brooklyn, NY 11214</b>		-					<b>13,500.56</b>
Account No.							
<b>Big Apple Visual Group</b> <b>247 W. 35th Street</b> <b>New York, NY 10001</b>		-					<b>2,450.00</b>
Account No.							
<b>Brown &amp; Bigelow</b> <b>PO Box 1450 NW 8554</b> <b>Minneapolis, MN 55485-8554</b>		-					<b>8,923.58</b>
Account No.							
<b>Business Objects</b> <b>7573 Collections Center Drive</b> <b>Chicago, IL 60693</b>		-					<b>17,892.00</b>
Account No.							
<b>Cambium Learning</b> <b>313 Speen Street</b> <b>Natick, MA 01760</b>		-					<b>722,207.00</b>
Sheet no. <u>6</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>764,973.14</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Canon Business Solutions</b> <b>300 Commerce Square Blvd</b> <b>Burlington, NJ 08016</b>	-						<b>7,680.64</b>
Account No.							
<b>Canon Business Solutions-West</b> <b>PO Box 100924</b> <b>Pasadena, CA 91189-0924</b>	-						<b>136.47</b>
Account No.							
<b>Capital H Group</b> <b>Attn: Gregory Silich</b> <b>225 W. Washington Street</b> <b>Chicago, IL 60606</b>	-						<b>106,187.41</b>
Account No.							
<b>Capital Resource</b> <b>Management-Special Purp</b> <b>200 State Street</b> <b>Boston, MA 02109</b>	-						<b>8,269.99</b>
Account No.							
<b>Carey International</b> <b>PO Box 631414</b> <b>Baltimore, NY 21263-1414</b>	-						<b>2,769.78</b>
Sheet no. <u>7</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>125,044.29</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>Carlos Watson</b> <b>111 North Rengstorff Ave.</b> <b>Suite 162</b> <b>Mountain View, CA 94043</b>	-					<b>2,500.00</b>
Account No.						
<b>Carmel Private Car &amp; Limousine</b> <b>Services</b> <b>2642 Broadway</b> <b>New York, NY 10025</b>	-					<b>20,554.24</b>
Account No.						
<b>CDW Direct LLC</b> <b>PO Box 75723</b> <b>Chicago, IL 60675-5723</b>	-					<b>6,299.52</b>
Account No.						
<b>Central Parking System - FL</b> <b>647 Brickell Key Drive</b> <b>Miami, FL 33131</b>	-					<b>6,428.90</b>
Account No.						
<b>Cingular - O</b> <b>PO Box 6444</b> <b>Carol Stream, IL 60197-6444</b>	-					<b>19,204.03</b>
Sheet no. <u>8</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>54,986.69</b>



Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Cingular - W</b> <b>PO Box 828435</b> <b>Philadelphia, PA 19182-8435</b>	-						<b>2,851.38</b>
Account No.							
<b>Citicorp Vendor Finance, Inc</b> <b>One International Boulevard</b> <b>Mahwah, NJ 07430-0631</b>	-						<b>13,672.81</b>
Account No.							
<b>Additional Notice:</b> <b>Citicorp Vendor Finance, Inc</b>							
Account No.							
<b>Citicorp Vendor Finance, Inc</b> <b>One International Boulevard</b> <b>Mahwah, NJ 07430-0631</b>	-						<b>0.00</b>
Account No.							
<b>City of San Bernardino Business Reg</b> <b>300 North "D" Street</b> <b>San Bernardino, CA 92418</b>	-						<b>60.00</b>
Sheet no. <u>9</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>16,584.19</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Classic Coffee Systems, Ltd</b> <b>333 W. Merrick Road</b> <b>Suite #3</b> <b>Valley Stream, NY 11580</b>	-						<b>4,502.76</b>
Account No.							
<b>Clear Channel - WJLB</b> <b>27675 Halsted Road</b> <b>Farmington Hill, MI 48331</b>	-						<b>3,000.00</b>
Account No.							
<b>Club Quarters</b> <b>49 W. 45th Street, 8th floor</b> <b>New York, NY 10036</b>	-						<b>5,838.35</b>
Account No.							
<b>CMRS-FP</b> <b>Dept. 4272</b> <b>Carol Stream, IL 60122-4272</b>	-						<b>1,193.95</b>
Account No.							
<b>Coffee Distributing Corp.</b> <b>PO Box 766</b> <b>Garden City Pk, NY 11040-0604</b>	-						<b>25.82</b>
Sheet no. <u>10</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>14,560.88</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>ComEd</b> <b>Bill Payment Center</b> <b>Chicago, IL 60668-0001</b>	-					<b>168.85</b>
Account No.						
<b>Commercial Wiring Service LLC</b> <b>3010 Route 88</b> <b>Pt Pleasant Bch, NJ 08742</b>	-					<b>1,434.99</b>
Account No.						
<b>Computer Generated Solutions</b> <b>3 World Financial Center</b> <b>200 Vesey Street, 27th Floor</b> <b>New York, NY 10281</b>	-					<b>71,627.00</b>
Account No.						
<b>Con Edison Communications</b> <b>55 Broad Street</b> <b>22nd FL - Finance</b> <b>New York, NY 10004</b>	-					<b>13,696.02</b>
Account No.						
<b>Corbis Corporation</b> <b>13159 Collections Center Drive</b> <b>Chicago, IL 60693</b>	-					<b>14,545.00</b>
Sheet no. <u>11</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>101,471.86</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>CSFB 1998-P1 Griswold Off LLC</b> <b>645 Griswold, Suite 3080</b> <b>Detroit, MI 48226</b>		-					<b>634.92</b>
Account No.			<b>Finsilver/Friedman Mgmt Corp.</b> <b>Attn: Penobscot Building</b> <b>34975 W. Twelve Mile Rd, #100</b> <b>Farmington Hills, MI 48331</b>				
<b>Additional Notice:</b> <b>CSFB 1998-P1 Griswold Off LLC</b>							
Account No.							
<b>Dart Courier Service</b> <b>116 East 16th Street</b> <b>3rd Floor</b> <b>New York, NY 10003</b>		-					<b>223.70</b>
Account No.							
<b>David Rivera</b> <b>381 Bedford Park Blvd #2</b> <b>Bronx, NY 10458</b>		-					<b>163.50</b>
Account No.							
<b>Dell Inc.</b> <b>One Dell Way</b> <b>Round Rock, TX 78682</b>		-					<b>10,199.60</b>
Sheet no. <u>12</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>11,221.72</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D , W I F E , J O I N T , O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
<b>Dell Marketing LP</b> <b>PO Box 676021</b> <b>Dallas, TX 75267-6021</b>	-						<b>2,601.00</b>
Account No.							
<b>Deloitte</b> <b>25 Broadway</b> <b>New York, NY 10004-1010</b>	-						<b>23,612.92</b>
Account No.							
<b>DHL Express (USA) Inc.</b> <b>PO Box 4723</b> <b>Houston, TX 77210-4723</b>	-						<b>31,510.18</b>
Account No.							
<b>Downtown Key &amp; Lock Co.</b> <b>44 New Street</b> <b>New York, NY 10004</b>	-						<b>248.20</b>
Account No.							
<b>Education Industry Association</b> <b>PO Box 348</b> <b>Watertown, WI 53094</b>	-						<b>10,000.00</b>
Sheet no. <b>13</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>67,972.30</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
<b>Education Week</b> <b>PO Box 2083</b> <b>Marion, OH 43306-8183</b>	-						<b>79.94</b>
Account No.							
<b>Enterprise Rent-A-Car of SF</b> <b>192 98th Ave</b> <b>Oakland, CA 94603-1004</b>	-						<b>2,072.99</b>
Account No.							
<b>EPI Internet Direct</b> <b>5694-4 Highway 7 East, Ste 322</b> <b>Markham, Ontario L3P 1B4</b> <b>CANADA</b>	-						<b>488.90</b>
Account No.							
<b>ePredix</b> <b>MI 06 PO Box 1150</b> <b>Minneapolis, MN 55480-1150</b>	-						<b>193,872.00</b>
Account No.							
<b>Epromos Promotional Products, Inc.</b> <b>222 East 44th Street</b> <b>10th Floor</b> <b>New York, NY 10017</b>	-						<b>138,807.39</b>
Sheet no. <u>14</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>335,321.22</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
Ernst & Young LLP PO Box 98366 Chicago, IL 60693	-						12,030.53
Account No.							
Ernst & Young U.S. LLP PO Box 98366 Chicago, IL 60693	-						18,715.50
Account No.			Ernst & Young U.S. LLP 5 Times Square New York, NY 10036				
Additional Notice: Ernst & Young U.S. LLP							
Account No.			Ernst & Young U.S. LLP 1300 Huntington Building 925 Euclid Avenue Cleveland, OH 44115				
Additional Notice: Ernst & Young U.S. LLP							
Account No.							
Exchange of Ft Lauderdale LLC 1500 West Cypress Creek Road Suite 409 Fort Lauderdale, FL 33309	-						126,127.12
Sheet no. 15 of 51 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							156,873.15

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>FBEC-Brickell Key Centre LP c/o Jones Lang LaSalle Mgt Svc 601 Brickell Key Dr, Ste 101 Miami, FL 33131</b>		-					<b>6,214.56</b>
Account No.			<b>Jones Lang LaSalle Mgmt Svc 2995 Paysphere Circle Chicago, IL 60674-2995</b>				
<b>Additional Notice: FBEC-Brickell Key Centre LP</b>							
Account No.							
<b>Fedex PO Box 1140 Memphis, TN 38108</b>		-					<b>248.64</b>
Account No.							
<b>FedEx - PA PO Box 371461 Pittsburgh, PA 15250-7461</b>		-					<b>305.70</b>
Account No.							
<b>Fedex Kinkos PO Box 672085 Dallas, TX 75267-2085</b>		-					<b>19,483.07</b>
Sheet no. <u>16</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>26,251.97</b>



Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>FIA</b> <b>230 Park Avenue, Suite 422</b> <b>New York, NY 10169</b>		-					<b>407.34</b>
Account No.							
<b>Filterfresh Chicago</b> <b>36245 Treasury Center</b> <b>Chicago, IL 60694-6200</b>		-					<b>1,045.35</b>
Account No.							
<b>FIT</b> <b>Seventh Ave. at 27th Street</b> <b>New York, NY 10001-5992</b>		-					<b>1,400.00</b>
Account No.							
<b>Flagler Development Company</b> <b>10151 Deerwood Park Boulevard</b> <b>Building 100, Suite 330</b> <b>Jacksonville, FL 32256</b>		-					<b>33,220.35</b>
Account No.							
<b>Friends of Hillary</b> <b>15 East 26th Street</b> <b>New York, NY 10010</b>		-					<b>100.00</b>
Sheet no. <u>17</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>36,173.04</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>Fun Express</b> <b>PO Box 2049</b> <b>Omaha, NE 68103</b>	-					<b>89,007.97</b>
Account No.						
<b>Galen Technology Solutions, Inc.</b> <b>100 Wall Street</b> <b>New York, NY 10005</b>	-					<b>5,400.00</b>
Account No.						
<b>GE Financial</b> <b>1800 South Springer Drive</b> <b>Lombard, IL 60148</b>	-					<b>1,334.35</b>
Account No.						
<b>Genesis Building Limited</b> <b>Dalad Group, Attn Lloyd Mazur</b> <b>6200 Rockside Woods Blvd, #105</b> <b>Independence, OH 44131</b>	-					<b>27,717.40</b>
Account No.						
<b>George Arzt Communications Inc</b> <b>123 William Street</b> <b>22nd Floor</b> <b>New York, NY 10038</b>	-					<b>61,000.00</b>
Sheet no. <u>18</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>184,459.72</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>Global Vantedge</b> <b>PO Box 940</b> <b>Brookfield, WI 53008-0940</b>	-					<b>995.23</b>
Account No.						
<b>Glyph Language Services</b> <b>126 NW Canal Street, Suite 110</b> <b>Seattle, WA 98107</b>	-					<b>4,365.54</b>
Account No.						
<b>Good Technology Inc</b> <b>Dept CH 17433</b> <b>Palatine, IL 60055-7433</b>	-					<b>2,339.94</b>
Account No.						
<b>Greater Miami Caterers</b> <b>4001 N.W. 31st Avenue</b> <b>Miami, FL 33142</b>	-					<b>819.89</b>
Account No.						
<b>Groove Networks, Inc</b> <b>100 Cummings Center/Suite 535Q</b> <b>Attn: Rachel Bradford-Warfel</b> <b>Beverly, MA 01915</b>	-					<b>100,719.61</b>
Sheet no. <u>19</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>109,240.21</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>GS Equities, LLC</b> <b>PO Box 31-1807</b> <b>Detroit, MI 48231-1807</b>	-						<b>3,046.12</b>
Account No.							
<b>Guarino &amp; Associates</b> <b>1 Windy Hill</b> <b>Cleveland, OH 44094</b>	-						<b>30.00</b>
Account No.							
<b>Halsey, Rains and Associates</b> <b>415 Second St., NE, Suite 100</b> <b>Washington, DC 20002</b>	-						<b>10,239.18</b>
Account No.							
<b>Harcourt Assessment, Inc.</b> <b>Customer Service</b> <b>PO Box 708912</b> <b>San Antonio, TX 78270-8912</b>	-						<b>228,775.46</b>
Account No.							
<b>Harris Interactive</b> <b>135 Corporate Woods</b> <b>Rochester, NY 14623-1457</b>	-						<b>4,750.00</b>
Sheet no. <b>20</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>246,840.76</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>Harris Mc Cully Associates</b> <b>99 Park Avenue, 18th Floor</b> <b>New York, NY 10016</b>		-					<b>4,000.00</b>
Account No.							
<b>Headsprout</b> <b>127 Broadway East - Suite 300</b> <b>Seattle, WA 98102</b>		-					<b>1,088.00</b>
Account No.							
<b>Heart to Heart Floral Decorations</b> <b>5 Beaver Street</b> <b>New York, NY 10004</b>		-					<b>1,089.16</b>
Account No.							
<b>Holland &amp; Knight LLP</b> <b>2099 Pennsylvania Ave N.W.</b> <b>Suite 100</b> <b>Washington, DC 20006</b>		-					<b>94,312.98</b>
Account No.							
<b>Hudson Bay Environments</b> <b>One Fordham Plaza</b> <b>Bronx, NY 10458-5871</b>		-	<b>Subject to setoff.</b>				<b>175,571.40</b>
Sheet no. <b>21</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>276,061.54</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
<b>iKnowthat.com Inc.</b> <b>2100 Wharton Street</b> <b>Suite 625</b> <b>Pittsburgh, PA 15203</b>	-						<b>398.00</b>
Account No.							
<b>IKON Document Services (PA)</b> <b>PO Box 827457</b> <b>Philadelphia, PA 19182-7457</b>	-						<b>29,709.09</b>
Account No.							
<b>Ikon Financial Services</b> <b>PO Box 41564</b> <b>Philadelphia, PA 19101-1564</b>	-						<b>6,446.75</b>
Account No.							
<b>Ikon Office Solutions - IL</b> <b>1600 Solutions Center</b> <b>Chicago, IL 60677-1005</b>	-						<b>884.25</b>
Account No.							
<b>Image Access Corp</b> <b>252 Hudson Street</b> <b>Hackensack, NJ 07601</b>	-						<b>17,340.00</b>
Sheet no. <b>22</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>54,778.09</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Innovative Systems Five Valley Square, Suite 225 512 Township Line Road Blue Bell, PA 19422</b>	-						<b>142,174.46</b>
Account No.							
<b>IntellAgent Solutions LLC 107 Max Ct. SE Leesburg, VA 20175</b>	-						<b>56,606.64</b>
Account No.							
<b>Intellinet Two Concourse Parkway Atlanta, GA 30328</b>	-						<b>171,220.69</b>
Account No.							
<b>Interwoven Attn: Reena Prasad 803 11th Avenue Sunnyvale, CA 94089</b>	-						<b>90,918.00</b>
Account No.							
<b>IRP-Lincoln Atlanta Assocs LLC 100 Peachtree Street Suite 1810 Atlanta, GA 30303</b>	-						<b>16,176.60</b>
Sheet no. <b>23</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>477,096.39</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
<b>ISGI</b> <b>94 North Elm Street Suite 303</b> <b>Westfield, MA 01085</b>	-						<b>23,484.44</b>
Account No.							
<b>Jaros Baum &amp; Bolles</b> <b>80 Pine Street</b> <b>New York, NY 10005</b>	-						<b>8,437.14</b>
Account No.							
<b>Jasculca/Terman &amp; Assocs, Inc.</b> <b>730 North Franklin Street</b> <b>Suite 510</b> <b>Chicago, IL 60610</b>	-						<b>52,623.26</b>
Account No.							
<b>Jessica Payne</b> <b>6617 Telegraph Ave # 3</b> <b>Oakland, CA 94609</b>	-						<b>134.65</b>
Account No.							
<b>Jofaz Transportation</b> <b>1 Coffey Street</b> <b>Brooklyn, NY 11231</b>	-						<b>3,750.00</b>
Sheet no. <b>24</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>88,429.49</b>



Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>JRH Solutions</b> <b>208 Popolo Drive</b> <b>Las Vegas, NV 89138</b>	-					<b>37,551.36</b>
Account No.						
<b>Justin Wolf</b> <b>390 19th Street</b> <b>2nd Floor</b> <b>Brooklyn, NY 11215</b>	-					<b>100.00</b>
Account No.						
<b>K.L. Holdings LLC</b> <b>PO Box 827124</b> <b>Philadelphia, PA 19182-7124</b>	-					<b>3,671.25</b>
Account No.		<b>K.L. Holdings LLC</b> <b>PO Box 1906</b> <b>Cherry Hill, NJ 08034</b>				
<b>Additional Notice:</b> <b>K.L. Holdings LLC</b>						
Account No.						
<b>Karen Migdale</b> <b>21 Leroy Street, Apt. 23</b> <b>New York, NY 10014</b>	-					<b>20.00</b>
Sheet no. <b>25</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>41,342.61</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Karplus &amp; Nussbaum Architects, P.C</b> <b>800 3rd Ave.</b> <b>New York, NY 10022-7604</b>	-						<b>11,297.86</b>
Account No.							
<b>Kastle Systems</b> <b>PO Box 75327</b> <b>Baltimore, MD 21275-5327</b>	-						<b>389.43</b>
Account No.							
<b>KB Toys Wholesale Inc</b> <b>100 West St</b> <b>Pittsfield, MA 01201</b>	-						<b>240,872.00</b>
Account No.							
<b>Kellwood/Phat Farm</b> <b>512 7th Avenue</b> <b>29th Floor</b> <b>New York, NY 10018</b>	-						<b>8,233.83</b>
Account No.							
<b>Korn Ferry International</b> <b>1900 Avenue of the Stars</b> <b>26th Floor</b> <b>Los Angeles, CA 90067</b>	-						<b>273,811.00</b>
Sheet no. <b>26</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>534,604.12</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>Additional Notice:</b> <b>Korn Ferry International</b>			<b>Christine Donovan, Esq.</b> <b>The Donovan Group</b> <b>2920 Newport Blvd., Ste. B</b> <b>Newport Beach, CA 92663</b>				
Account No. <b>Lagaceta</b> <b>PO Box 5536</b> <b>Tampa, FL 33675</b>		-					<b>412.50</b>
Account No. <b>Laidlaw Transit, Inc.</b> <b>3349 Highway 138</b> <b>Bldg A, Suite D</b> <b>Wall Township, NJ 07719</b>		-					<b>1,228.80</b>
Account No. <b>Lake Business Products</b> <b>37200 Research Drive</b> <b>Eastlake, OH 44095</b>		-					<b>61.63</b>
Account No. <b>Lanak &amp; Hanna, P.C. Client Trust</b> <b>Account</b> <b>400 North Tustin Avenue</b> <b>Santa Ana, CA 92705</b>		-					<b>9,892.00</b>
Sheet no. <b>27</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>11,594.93</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Layer 7 Networks LLC</b> <b>7 Van Wyk Road</b> <b>Lake Hiawatha, NJ 07034</b>	-						<b>12,615.73</b>
Account No.							
<b>Lester, Inc.</b> <b>19 Business Park Drive</b> <b>A/R Dept.</b> <b>Branford, CT 06405</b>	-						<b>3,575.50</b>
Account No.							
<b>LexisNexis</b> <b>PO Box 7247-7090</b> <b>Philadelphia, PA 19170-7090</b>	-						<b>5,176.27</b>
Account No.							
<b>Littler Mendelson</b> <b>PO Box 45547</b> <b>San Francisco, CA 94145-0547</b>	-						<b>26,176.08</b>
Account No.							
<b>Lorain Board of Education</b> <b>2350 Pole Avenue</b> <b>Lorain, OH 44052</b>	-						<b>250.75</b>
Sheet no. <b>28</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>47,794.33</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>Louisiana Dept of Revenue PO Box 201 Baton Rouge, LA 70821-0201</b>	-					<b>296.66</b>
Account No.						
<b>M5 Networks 245 West 17th Street 9th Floor New York, NY 10011</b>	-					<b>27,318.93</b>
Account No.						
<b>Macromedia 600 Townsend Street San Francisco, CA 94103</b>	-					<b>10,729.13</b>
Account No.						
<b>Magnetic Springs PO Box 182076 Columbus, OH 43218-2076</b>	-					<b>99.33</b>
Account No.						
<b>Managerial Design Corporation 1033 Solutions Center Chicago, IL 60677-1000</b>	-					<b>225,773.78</b>
Sheet no. <b>29</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>264,217.83</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>MegaPath Networks Inc</b> <b>PO Box 120324 Dept 0324</b> <b>Dallas, TX 75312-0324</b>	-						<b>4,542.30</b>
Account No.							
<b>Melwood Springs Water</b> <b>200 Georgia Crown Drive</b> <b>McDonough, GA 30253</b>	-						<b>10.70</b>
Account No.							
<b>Merrill Communications LLC</b> <b>Attn: Dale Hein</b> <b>One Merrill Circle</b> <b>Saint Paul, MN 55108</b>	-						<b>70,763.58</b>
Account No.							
<b>Metropolis Group Inc.</b> <b>299 Broadway, Suite 600</b> <b>New York, NY 10007</b>	-						<b>2,661.20</b>
Account No.							
<b>MicroTek</b> <b>2001 Butterfield Road</b> <b>Suite 1500</b> <b>Downers Grove, IL 60515</b>	-						<b>61,224.52</b>
Sheet no. <b>30</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>139,202.30</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>Mid Hudson Photo ID</b> <b>10 Ulster Avenue</b> <b>Ulster Park, NY 12487</b>	-					<b>233.27</b>
Account No.						
<b>Monster</b> <b>PO Box 34649</b> <b>Newark, NJ 07189</b>	-					<b>12,075.00</b>
Account No.						
<b>MTI</b> <b>17595 Cartwright Road</b> <b>Attn: Todd Williams</b> <b>Irvine, CA 92614</b>	-					<b>132,301.54</b>
Account No.						
<b>MWH #14 Corporation</b> <b>c/o TA Realty Corp.</b> <b>28 State Street, 10th Floor</b> <b>Boston, MA 02109</b>	-					<b>17,623.96</b>
Account No.						
<b>Naimi Lundi</b> <b>234 Matthews Dr.</b> <b>Newark, NJ 07103</b>	-					<b>500.00</b>
Sheet no. <b>31</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>162,733.77</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>National Organization of African America 507 Capital Court, NE Washington, DC 20002</b>	-					<b>6,250.00</b>
Account No.						
<b>NCS Pearson Attn: Jack Kielkucki 1313 Loan Oak Drive Eagan, MN 55121</b>	-					<b>146,976.75</b>
Account No.						
<b>Net Impact 660 Market Street - Suite 210 San Francisco, CA 94104</b>	-					<b>600.00</b>
Account No.						
<b>Nether Carter, Title I PAC</b>	-					<b>150.00</b>
Account No.						
<b>New York Times PO Box 371456 Pittsburgh, PA 15250-7456</b>	-					<b>38.00</b>
Sheet no. <u>32</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>154,014.75</b>



Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>Nextel Communications</b> <b>PO Box 17621</b> <b>Baltimore, MD 21297-1621</b>		-					<b>8,000.00</b>
Account No.			<b>Nextel of New York Inc.</b> <b>2001 Edmund Halley Drive</b> <b>Reston, VA 20191</b>				
<b>Additional Notice:</b> <b>Nextel Communications</b>							
Account No.			<b>Nextel of New York, Inc.</b> <b>565 Taxter Road</b> <b>Elmsford, NY 10523</b>				
<b>Additional Notice:</b> <b>Nextel Communications</b>							
Account No.							
<b>Nixon Peabody LLP</b> <b>437 Madison Avenue</b> <b>New York, NY 10022</b>		-					<b>180,000.00</b>
Account No.							
<b>Nomadic Display</b> <b>475 Fifth Avenue</b> <b>24th Floor</b> <b>New York, NY 10017</b>		-					<b>5,459.24</b>
Sheet no. <b>33</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>193,459.24</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>Oakwood Corporate Housing</b> <b>004217 Collections Center Dr</b> <b>Chicago, IL 60693</b>		-					<b>16,978.55</b>
Account No.							
<b>PA-1601 Market Street LP</b> <b>1601 Market Street</b> <b>Suite 2220</b> <b>Philadelphia, PA 19103</b>		-					<b>6,250.00</b>
Account No.							
<b>Pacific Pointe Office Twr LLC</b> <b>5959 Topanga Canyon Blvd</b> <b>Suite 200</b> <b>Woodland Hills, CA 91367</b>		-					<b>5,748.65</b>
Account No.			<b>Younan Properties Inc.</b> <b>PO Box 31001-1830</b> <b>Pasadena, CA 91110</b>				
<b>Additional Notice:</b> <b>Pacific Pointe Office Twr LLC</b>							
Account No.							
<b>Park Central New York</b> <b>870 7th Avenue</b> <b>New York, NY 10019</b>		-					<b>27,328.54</b>
Sheet no. <b>34</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>56,305.74</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>Pax Wholesome Foods</b> <b>1776 Broadway</b> <b>New York, NY 10019</b>		-					<b>2,350.90</b>
Account No.							
<b>pbm/cmsi</b> <b>1466 Broadway</b> <b>New York, NY 10036</b>		-					<b>4,116.56</b>
Account No.							
<b>Pearson Education</b> <b>200 Old Tappan Road</b> <b>Old Tappan, NJ 07675</b>		-					<b>151,385.09</b>
Account No.							
<b>Penton Technology Media</b> <b>2420 Reliable Parkway</b> <b>Chicago, IL 60686-0024</b>		-					<b>83.00</b>
Account No.							
<b>People Finders Plus</b> <b>295 Madison Avenue</b> <b>New York, NY 10017</b>		-					<b>19,220.13</b>
Sheet no. <u>35</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>177,155.68</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>People's Station AM1200 WCHB</b> <b>PO Box 92266</b> <b>Cleveland, OH 44193</b>	-						<b>2,400.00</b>
Account No.							
<b>Philosophy IB</b> <b>25 A Vreeland Road</b> <b>Suite 100</b> <b>Florham Park, NJ 07932</b>	-						<b>818,269.04</b>
Account No.							
<b>Plymouth Partners LP</b> <b>815 W. Van Buren</b> <b>Chicago, IL 60607</b>	-						<b>4,217.13</b>
Account No.							
<b>Poland Spring</b> <b>2767 E Imperial Hwy</b> <b>Brea, CA 92821</b>	-						<b>35.33</b>
Account No.							
<b>Premiere Global Services</b> <b>PO Box 404351</b> <b>Atlanta, GA 30384-4351</b>	-						<b>3,619.97</b>
Sheet no. <u>36</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>828,541.47</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Print Media</b> <b>350 7th Avenue</b> <b>12th Floor</b> <b>New York, NY 10001</b>	-						<b>246,748.76</b>
Account No.							
<b>Progressive Business Publications</b> <b>PO Box 3019</b> <b>Malvern, PA 19355</b>	-						<b>94.56</b>
Account No.							
<b>Prudential Financial</b> <b>PO Box 841337</b> <b>Dallas, TX 75284</b>	-						<b>241,594.53</b>
Account No.							
<b>Additional Notice:</b> <b>Prudential Financial</b>							
Account No.							
<b>Quality Education Data</b> <b>1625 Broadway, Suite 250</b> <b>Denver, CO 80202</b>	-						<b>1,295.00</b>
Sheet no. <u>37</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>489,732.85</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D , W I F E , J O I N T , O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.							
<b>R.R. Bowker</b> <b>630 Central Aveune</b> <b>New Providence, NJ 07974-1606</b>	-						<b>139.65</b>
Account No.							
<b>Recruitmax Software, Inc.</b> <b>c/o Mark Silverman, Vurv Techn</b> <b>7600 Centurian Pkwy, Ste. 100</b> <b>Jacksonville, FL 32256</b>	-						<b>231,114.00</b>
Account No.							
<b>Rehabil. Instit. of Michigan</b> <b>Office of Development</b> <b>Rm 810, 261 Mack Blvd</b> <b>Detroit, MI 48201</b>	-						<b>1,000.00</b>
Account No.							
<b>Remington International</b> <b>Attn: Deborah Maggio</b> <b>206 Newberry St</b> <b>Boston, MA 02116</b>	-						<b>15,500.00</b>
Account No.							
<b>Resolve Corporation</b> <b>Attn: Mark Sollenberger</b> <b>20770 Westwood Drive</b> <b>Strongsville, OH 44149</b>	-						<b>135,000.00</b>
Sheet no. <b>38</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>382,753.65</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Resource Management Group</b> <b>Attn: Shirin Kazemi</b> <b>177 Broad Street 11th Floor</b> <b>Stamford, CT 06901</b>	-						<b>22,000.00</b>
Account No.							
<b>RRF V Tri City LP</b> <b>c/o Glenborough</b> <b>400 S. El Camino Real, Ste 100</b> <b>San Mateo, CA 94402-1708</b>	-						<b>2,876.60</b>
Account No.							
<b>Russell Reynolds Assoc.</b> <b>200 Park Avenue</b> <b>New York, NY 10166-7018</b>	-						<b>185,953.47</b>
Account No.							
<b>SBC Bill Payment Center - MI</b> <b>Bill Payment Center</b> <b>Saginaw, MI 48663-0003</b>	-						<b>926.82</b>
Account No.							
<b>Scholastic Inc.</b> <b>557 Broadway</b> <b>New York, NY 10012</b>	-						<b>2,896,335.61</b>
Sheet no. <u>39</u> of <u>51</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>3,108,092.50</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>Secure Check</b> <b>190 North Union Street</b> <b>Suite 101</b> <b>Akron, OH 44304</b>		-					<b>520.00</b>
Account No.							
<b>Shaker Recruitment Ad. &amp; Comm.</b> <b>1100 Lake Street</b> <b>Oak Park, IL 60301-1015</b>		-					<b>12,203.44</b>
Account No.							
<b>Shen Milsom &amp; Wilke</b> <b>417 Fifth Avenue</b> <b>New York, NY 10016</b>		-					<b>15,065.60</b>
Account No.							
<b>Shurgard of River West</b> <b>947 West Van Buren</b> <b>Chicago, IL 60607-3529</b>		-					<b>168.00</b>
Account No.							
<b>Sitel</b> <b>PO Box 3480</b> <b>Omaha, NE 68103-0480</b>		-					<b>33,125.98</b>
Sheet no. <b>40</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>61,083.02</b>



Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>SonicWall Services</b> <b>PO Box 30176</b> <b>Los Angeles, CA 90030-9849</b>	-						<b>124.63</b>
Account No.							
<b>Sony Electronics</b> <b>Sony Drive, MS:1E4</b> <b>Attn: Lloyd Sarakin</b> <b>Park Ridge, NJ 07656-8003</b>	-						<b>134,519.85</b>
Account No.							
<b>Sprint</b> <b>PO Box 79133</b> <b>Phoenix, AZ 85062-9133</b>	-						<b>370.82</b>
Account No.							
<b>Sprint Recycling Inc.</b> <b>605 West 48th Street</b> <b>New York, NY 10036</b>	-						<b>95.36</b>
Account No.							
<b>SRC Software</b> <b>13190 SW 68th Pkwy</b> <b>Portland, OR 97223</b>	-						<b>26,978.59</b>
Sheet no. <b>41</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>162,089.25</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Stacy Scott</b> <b>Exec Results Consulting</b> <b>Phoenix, AZ 85022</b>	-						<b>22,938.64</b>
Account No.							
<b>Sungard Availability Services</b> <b>PO Box 91233</b> <b>Chicago, IL 60693</b>	-						<b>149,509.00</b>
Account No.							
<b>Additional Notice:</b> <b>Sungard Availability Services</b>							
Account No.							
<b>SunTrust Center LLC</b> <b>PO Box 532900 - Dept. 12281</b> <b>Atlanta, GA 30353-2900</b>	-						<b>35,096.28</b>
Account No.							
<b>Additional Notice:</b> <b>SunTrust Center LLC</b>							
Sheet no. <b>42</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>207,543.92</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Suttle Straus</b> <b>PO Box 370</b> <b>Waunakee, WI 53597</b>	-						<b>463,170.28</b>
Account No.							
<b>Taleo Corporation</b> <b>1010 Northern Boulevard</b> <b>Suite 328</b> <b>Great Neck, NY 11021</b>	-						<b>2,970.00</b>
Account No.							
<b>The David Allen Company</b> <b>1674 McNell Road</b> <b>Ojai, CA 93023</b>	-						<b>9,440.44</b>
Account No.							
<b>The Mirram Group, LLC</b> <b>895 Broadway 5th Floor</b> <b>New York, NY 10003</b>	-						<b>43,500.00</b>
Account No.							
<b>The New York Times</b> <b>PO Box 7777</b> <b>Philadelphia, PA 19175-7770</b>	-						<b>56.80</b>
Sheet no. <b>43</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>519,137.52</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>The Translation Dept PO BOX 303 DeKalb, IL 60115</b>	-						<b>4,150.00</b>
Account No.							
<b>The TreeLine 189 Partners 200 Garden City Plaza Suite 325 Garden City, NY 11530</b>	-						<b>5,617.83</b>
Account No.							
<b>Tiffany &amp; Co. PO Box 27389 New York, NY 10087-7389</b>	-						<b>1,200.26</b>
Account No.							
<b>Tiger Information Systems Operations Center PO BOX 8500-1206 Philadelphia, PA 19178-1206</b>	-						<b>43,768.06</b>
Account No.							
<b>Tom Snyder Productions PO Box 34776 Newark, NJ 07189-4776</b>	-						<b>2,800.00</b>
Sheet no. <b>44</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>57,536.15</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.						
<b>Tremain Nelson</b> <b>17523 Kenton Crossing Lane</b> <b>Richmond, TX 77469</b>	-					<b>115.87</b>
Account No.						
<b>U.S. HealthWorks</b> <b>PO Box 50042</b> <b>Los Angeles, CA 90074</b>	-					<b>44.00</b>
Account No.						
<b>Uinta Business Systems</b> <b>Department 1293</b> <b>Denver, CO 80291</b>	-					<b>8,350.90</b>
Account No.						
<b>Ultimus</b> <b>15200 Weston Parkway</b> <b>Suite 106</b> <b>Cary, NC 27513</b>	-					<b>248,501.47</b>
Account No.						
<b>UPS</b> <b>PO Box 7247-0244</b> <b>Philadelphia, PA 19170-0001</b>	-					<b>14,503.02</b>
Sheet no. <b>45</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>271,515.26</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Verizon Access Billing</b> <b>PO Box 1100</b> <b>Albany, NY 12250-0001</b>	-						<b>614.74</b>
Account No.							
<b>Verizon CA - (SB)</b> <b>PO Box 9688</b> <b>Mission Hills, CA 91346</b>	-						<b>294.72</b>
Account No.							
<b>Verizon California</b> <b>PO Box 30001</b> <b>Inglewood, CA 90313-0001</b>	-						<b>74.18</b>
Account No.							
<b>Verizon Florida</b> <b>PO Box 920041</b> <b>Dallas, TX 75392-0041</b>	-						<b>857.95</b>
Account No.							
<b>Verizon NJ</b> <b>PO Box 4833</b> <b>Trenton, NJ 08650-4833</b>	-						<b>314.39</b>
Sheet no. <b>46</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>2,155.98</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>Verizon NY</b> <b>PO Box 15124</b> <b>Albany, NY 12212-5124</b>		-					<b>1,451.48</b>
Account No.							
<b>Verizon Wireless</b> <b>PO Box 489</b> <b>Newark, NJ 07101-0489</b>		-					<b>18,181.74</b>
Account No.							
<b>Verizon Wireless - MD</b> <b>PO Box 17464</b> <b>Baltimore, MD 21297-1464</b>		-					<b>250.66</b>
Account No.							
<b>VIP Gold</b> <b>169 Bay 17th Street</b> <b>Brooklyn, NY 11214</b>		-					<b>1,428.77</b>
Account No.							
<b>VirtualEdge Corporation</b> <b>1010 Stony Hill Road</b> <b>Yardley, PA 19067</b>		-		<b>X</b>	<b>X</b>	<b>X</b>	<b>207,778.09</b>
Sheet no. <b>47</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>229,090.74</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
<b>Voxeo Corporation</b> <b>100 East Pine Street # 600</b> <b>Orlando, FL 32801</b>	-						<b>4,115.38</b>
Account No.							
<b>Wall Street Journal</b> <b>PO Box 7007</b> <b>Chicopee, MA 01021-9985</b>	-						<b>150.00</b>
Account No.							
<b>Washington State Treasurer</b> <b>PO Box 9048</b> <b>Olympia, WA 98507-9048</b>	-						<b>15.00</b>
Account No.							
<b>Westin Rinehart Group LLC</b> <b>2001 Pennsylvania Ave, NW</b> <b>Suite 250</b> <b>Washington, DC, DC 20006</b>	-						<b>124,415.05</b>
Account No.							
<b>Wilson Sonsini Goodrich</b> <b>PO Box 60000</b> <b>San Francisco, CA 94160-3672</b>	-						<b>163,780.47</b>
Sheet no. <b>48</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>292,475.90</b>



Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No. <b>Additional Notice:</b> <b>Wilson Sonsini Goodrich</b>		<b>Wilson Sonsini, et al.</b> <b>650 Page Mill Road</b> <b>Palo Alto, CA 94304-1050</b>				
Account No. <b>Winter, Wyman Financial Contracting</b> <b>PO Box 845050</b> <b>Boston, MA 02284-5050</b>	-					<b>14,863.91</b>
Account No. <b>Wireless Generation Inc</b> <b>PO Box 9178</b> <b>Uniondale, NY 11555-9178</b>	-					<b>564.85</b>
Account No. <b>Withum Smith &amp; Brown (WS&amp;B)</b> <b>5 Vaughn Drive</b> <b>Princeton, NJ 08540</b>	-					<b>6,588.50</b>
Account No. <b>WZAK 93.1 FM</b> <b>2510 St Clair Avenue</b> <b>Cleveland, OH 44114</b>	-					<b>2,100.00</b>
Sheet no. <b>49</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal</b> (Total of this page) <b>24,117.26</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D W I F E J O I N T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.				
Account No.							
<b>Xerox Capital</b> <b>PO Box 827181</b> <b>Philadelphia, PA 19182-7181</b>		-					<b>6,132.23</b>
Account No.							
<b>Yara I Alma Bonilla</b> <b>Urb.Hipodromo #1464</b> <b>c/Las Palmas, Apt. 2A</b> <b>Santurce, PR 00909-2637</b>		-					<b>180.00</b>
Account No.							
<b>Yellow Transportation Inc</b> <b>PO Box 13850</b> <b>Newark, NJ 07188-0850</b>		-					<b>95.00</b>
Account No.							
<b>Yipes Enterprise Services Inc</b> <b>Dept CH 17502</b> <b>Palatine, IL 60055-7502</b>		-					<b>10,823.48</b>
Account No.							
<b>Zephyrhills</b> <b>PO Box 52214</b> <b>Phoenix, AZ 85072-2214</b>		-					<b>745.91</b>
Sheet no. <b>50</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							<b>17,976.62</b>

Form B6F - Cont.  
(10/05)

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

**SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
<b>Zero to Five LLC</b> <b>650 Clovelly Lane</b> <b>Devon, PA 19333</b>		-				<b>29,000.00</b>
Account No.						
Account No.						
Account No.						
Account No.						
Sheet no. <b>51</b> of <b>51</b> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						
Subtotal (Total of this page)						<b>29,000.00</b>
Total (Report on Summary of Schedules)						<b>14,919,765.69</b>

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed.R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>45 Academy Street Associates c/o Dubrow Management 45 Academy Street, Suite 200 Newark, NJ 07102</b>	<b>Nonresidential Real Property Lease 45 Academy Street Suite 301 Newark, NJ 07102 Lease Term 11/05-11/06</b>
<b>Abrams Family Investments LLC c/o United Ins. Co. of America 7674 W. Lake Mead Blvd, #104 Las Vegas, NV 89128</b>	<b>Nonresidential Real Property Lease 7674 W Lake Mead Blvd Suite 210 Las Vegas, NV 89128 Lease Term: 09/05-06/10</b>
<b>Adecco USA, Inc. 175 Broad Hollow Road Melville, NY 11747</b>	<b>Services Agreement - Temporary Employees Dated as of October 1, 2004</b>
<b>ADP National Account Services Attn: Bryan Webb 10407 Centurian Pky N, Ste 400 Jacksonville, FL 32256</b>	<b>eTime Agreement - Time and Labor Management Services Agreement dated as of June 24, 2005</b>
<b>Akron Board of Education 70 N. Broadway Akron, OH 44308</b>	<b>SES Contract Term: 11/1/05-6/30/06</b>
<b>American Building Maintenance 551 Fifth Avenue, Suite 300 New York, NY 10176</b>	<b>Exterminating, Light Maintenance and Janitorial Services - 55 Broad Street, New York, NY - 25th Floor</b>
<b>AXA Corp Solutions Reinsurance 17 State Street 38th Floor New York, NY 10004</b>	<b>Nonresidential Real Property Lease - Sublease 17 State Street, 32nd Floor New York, NY 10004 Lease Term 12/04-07/12</b>
<b>Bd of Sch Insp. - Joliet PS 420 N. Raynor Avenue Attention: Ms. Carol Sossong Joliet, IL 60435</b>	<b>SES Contracts Term: 12/23/05-6/30/06</b>
<b>BOE for the City of Detroit Fisher Building 7307 Second Ave., 10th Floor Detroit, MI 48202</b>	<b>SES Contract Term: 9/19/05-5/26/06</b>
<b>BOE of the City of Chicago Office of After School &amp; Commu 125 South Clark, 10th Floor Chicago, IL 60603</b>	<b>SES Contract 11/8/05-6/30/06</b>

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## **SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.																																
<b>BOE of the Cleveland Mun. SD</b> <b>1380 E. Sixth Street</b> <b>Cleveland, OH 44114</b>	<b>SES Contract</b> <b>Term: 11/7/05-6/7/06</b>																																
<b>Canon Fin. Services, Inc.</b> <b>15325 S.E. 30th Place</b> <b>Suite 100</b> <b>Bellevue, WA 98007</b>	<b>Photocopier Leases</b> <table><thead><tr><th>Copier</th><th>Serial No.</th></tr></thead><tbody><tr><td>1 DR 9080C</td><td>CZ 303531</td></tr><tr><td>1 IR 5020</td><td>JCT 19433</td></tr><tr><td>1 IRC 3220</td><td>JNC 12370</td></tr><tr><td>2 IR 5020</td><td>JCT 20892</td></tr><tr><td>2 IR 5020</td><td>JCT 20899</td></tr><tr><td>2 IRC 3220</td><td>JNC 11095</td></tr><tr><td>2 IRC 3220</td><td>JNC 12795</td></tr><tr><td>2 DR 9080C</td><td>CZ 304176</td></tr><tr><td>3 DR 9080C</td><td>CZ 304455</td></tr><tr><td>3 IR 5570</td><td>KHT 01637</td></tr><tr><td>3 IRC 3220</td><td>JNC 12777</td></tr><tr><td>4 IRC 3220</td><td>JCN 02547</td></tr><tr><td>4 IRC 3220</td><td>JNC 01207</td></tr><tr><td>4 IRC 3220</td><td>JNC 01600</td></tr><tr><td>4 IRC 3220</td><td>JNC 02463</td></tr></tbody></table>	Copier	Serial No.	1 DR 9080C	CZ 303531	1 IR 5020	JCT 19433	1 IRC 3220	JNC 12370	2 IR 5020	JCT 20892	2 IR 5020	JCT 20899	2 IRC 3220	JNC 11095	2 IRC 3220	JNC 12795	2 DR 9080C	CZ 304176	3 DR 9080C	CZ 304455	3 IR 5570	KHT 01637	3 IRC 3220	JNC 12777	4 IRC 3220	JCN 02547	4 IRC 3220	JNC 01207	4 IRC 3220	JNC 01600	4 IRC 3220	JNC 02463
Copier	Serial No.																																
1 DR 9080C	CZ 303531																																
1 IR 5020	JCT 19433																																
1 IRC 3220	JNC 12370																																
2 IR 5020	JCT 20892																																
2 IR 5020	JCT 20899																																
2 IRC 3220	JNC 11095																																
2 IRC 3220	JNC 12795																																
2 DR 9080C	CZ 304176																																
3 DR 9080C	CZ 304455																																
3 IR 5570	KHT 01637																																
3 IRC 3220	JNC 12777																																
4 IRC 3220	JCN 02547																																
4 IRC 3220	JNC 01207																																
4 IRC 3220	JNC 01600																																
4 IRC 3220	JNC 02463																																
<b>Citicorp Vendor Finance, Inc</b> <b>One International Boulevard</b> <b>Mahwah, NJ 07430-0631</b>	<b>Photocopier Leases</b> <table><thead><tr><th>Copier</th><th>Serial No.</th></tr></thead><tbody><tr><td>7 IR 5000</td><td>MPL00302</td></tr><tr><td>8 IR 5000</td><td>MPL24018</td></tr><tr><td>9 IR 5000</td><td>MPL77769</td></tr><tr><td>10 IR 5000</td><td>MPL75807</td></tr><tr><td>11 I R 5000</td><td>MPL76401</td></tr><tr><td>12 IR 5000</td><td>MPL75917</td></tr><tr><td>13 IR 5000</td><td></td></tr><tr><td>14 IR 5000</td><td>MPL74936</td></tr><tr><td>15 IR 5000</td><td></td></tr><tr><td>161RC3220</td><td>JNC06169</td></tr></tbody></table>	Copier	Serial No.	7 IR 5000	MPL00302	8 IR 5000	MPL24018	9 IR 5000	MPL77769	10 IR 5000	MPL75807	11 I R 5000	MPL76401	12 IR 5000	MPL75917	13 IR 5000		14 IR 5000	MPL74936	15 IR 5000		161RC3220	JNC06169										
Copier	Serial No.																																
7 IR 5000	MPL00302																																
8 IR 5000	MPL24018																																
9 IR 5000	MPL77769																																
10 IR 5000	MPL75807																																
11 I R 5000	MPL76401																																
12 IR 5000	MPL75917																																
13 IR 5000																																	
14 IR 5000	MPL74936																																
15 IR 5000																																	
161RC3220	JNC06169																																
<b>City of Bridgeton BOE</b> <b>41 Bank Street</b> <b>Bridgeton, NJ 08302</b>	<b>SES Contract</b> <b>2005-2006 School Yr</b>																																
<b>City of Camden BOE</b> <b>201 N. Front Street</b> <b>Camden, NJ 08102</b>	<b>SES Contract</b> <b>Term 2005-2006 School Year.</b>																																
<b>Clark County School District</b> <b>Dr. Susan Wright, Dir. Title I</b> <b>515 W. Cheyenne Avenue</b> <b>North Las Vegas, NV 89030</b>	<b>SES Contract</b> <b>Term: 10/24/05-5/15/06</b>																																
<b>Cogent Communications, Inc.</b> <b>1015 31st Street, N.W.</b> <b>Washington, DC 20007</b>	<b>Network Services</b>																																

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## **SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Computer Generated Solutions</b> 3 World Financial Center 200 Vesey Street, 27th Floor New York, NY 10281	<b>Master Services Agreement - IT Support</b> Dated as of March 4, 2005
<b>CSFB 1998-P1 Griswold Office</b> c/o Finsilver/Friedman Mgmt 34975 W. Twelve Mile Rd, #100 Farmington Hills, MI 48331	<b>Nonresidential Real Property Lease</b> 645 Griswold St Suite 2056 Detroit, MI 48226 Lease Term: 07/04-09/09
<b>Dell Financial Services</b> 99355 Collections Center Drive Chicago, IL 60693	<b>Equipment Lease Nos.</b> 001-006361067-002 001-006361067-003
<b>East Detroit Public Schools</b> c/o Joanne C. Lelekatch 15115 Deerfield Eastpointe, MI 48021	<b>SES Contract</b> 10/21/05-6/15/06
<b>Ernst &amp; Young U.S. LLP</b> 5 Times Square New York, NY 10036	<b>Nonresidential Real Property Lease - Sublease</b> 55 Broad Street New York, NY 10004 Lease Term - 08/03-08/09
<b>Eugene V. Wade, Jr.</b> 55 Broad Street 25th Floor New York, NY 10004	<b>Noncompetition and Nondisclosure Agreement</b> dated as of July 22, 2004
<b>Evolut. Strategic Planning Inc</b> 189 Montague Street Brooklyn, NY 11201	<b>Nonresidential Real Property Lease - Sublease</b> (Debtor is Sublandlord) 189 Montague St Suite 900 Brooklyn, NY 11201 Lease Term: 08/05-07/09
<b>FBEC-Brickell Key Centre LP</b> c/o Jones Lang LaSalle Mgt Svc 601 Brickell Key Dr, Ste 101 Miami, FL 33131	<b>Nonresidential Real Property Lease</b> 601 Brickell Key Drive Ste 200 Miami, FL 33131 Lease Term: 06/05-06/10
<b>Flagler Development Company</b> 10151 Deerwood Park Boulevard Building 100, Suite 330 Jacksonville, FL 32256	<b>Nonresidential Real Property Lease</b> 10151 Deerwood Park Blvd Bldg 100, Ste 210 Jacksonville, FL 32256 Lease Term: 07/05-01/11

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## **SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.																				
<b>Genesis Building Limited</b> <b>6200 Rockside Woods Blvd</b> <b>Suite 105</b> <b>Independence, OH 44131</b>	<b>Nonresidential Real Property Lease</b> <b>6000 Lombardo Center</b> <b>Suite 120</b> <b>Seven Hills, OH 44131</b> <b>Lease Term: 07/05-06/10</b>																				
<b>IOS Capital Inc.</b> <b>1738 Bass Road</b> <b>Macon, GA 31210</b>	<b>Photocopier Leases:</b>  <table><thead><tr><th data-bbox="850 743 927 764">Copier</th><th data-bbox="1166 743 1273 764">Serial No.</th></tr></thead><tbody><tr><td>5 Imagerunner 110</td><td>NQU 00109</td></tr><tr><td>5 IR 1370F 0</td><td>MNT 06127</td></tr><tr><td>5 IR 2010F</td><td>MRU 04019</td></tr><tr><td>5 IR 2010F</td><td>MRU 04035</td></tr><tr><td>5 IR 2010F</td><td>MRU 04037</td></tr><tr><td>5 IR 2010F</td><td>MRU 04023</td></tr><tr><td>5 IR 2010F</td><td>MRU 000154</td></tr><tr><td>5 IR 2010F</td><td>MRU 04185</td></tr><tr><td>5 IR 2010F</td><td>MRU 03443</td></tr></tbody></table>	Copier	Serial No.	5 Imagerunner 110	NQU 00109	5 IR 1370F 0	MNT 06127	5 IR 2010F	MRU 04019	5 IR 2010F	MRU 04035	5 IR 2010F	MRU 04037	5 IR 2010F	MRU 04023	5 IR 2010F	MRU 000154	5 IR 2010F	MRU 04185	5 IR 2010F	MRU 03443
Copier	Serial No.																				
5 Imagerunner 110	NQU 00109																				
5 IR 1370F 0	MNT 06127																				
5 IR 2010F	MRU 04019																				
5 IR 2010F	MRU 04035																				
5 IR 2010F	MRU 04037																				
5 IR 2010F	MRU 04023																				
5 IR 2010F	MRU 000154																				
5 IR 2010F	MRU 04185																				
5 IR 2010F	MRU 03443																				
<b>IRP-Lincoln Atlanta Assocs LLC</b> <b>100 Peachtree Street</b> <b>Suite 1810</b> <b>Atlanta, GA 30303</b>	<b>Nonresidential Real Property Lease</b> <b>100 Peachtree Street</b> <b>Suite 417</b> <b>Atlanta, GA 30303</b> <b>Lease Term: 07/04-06/07</b>																				
<b>Jasculca Terman &amp; Associates</b> <b>730 N. Franklin Street</b> <b>Suite 510</b> <b>Chicago, IL 60610-7204</b>	<b>Strategic Public Affairs Services</b>																				
<b>Jason Todd Green</b> <b>610 Dean Street</b> <b>Apt. #3</b> <b>Brooklyn, NY 11238</b>	<b>Employment Contract</b>																				
<b>Joseph A. Sorisi</b> <b>2 Dolly Cam Lane</b> <b>Old Brookville, NY 11545</b>	<b>Separation Agreement</b>																				
<b>Juan Torres</b> <b>55 Broad Street</b> <b>25th Floor</b> <b>New York, NY 10004</b>	<b>Noncompetition and Nondisclosure Agreement</b> <b>dated as of July 22, 2004</b>																				
<b>K.L. Holdings LLC</b> <b>PO Box 1906</b> <b>Cherry Hill, NJ 08034</b>	<b>Nonresidential Real Property Lease</b> <b>800-840 Cooper Street</b> <b>Bridgeview, Suite 101</b> <b>Camden, NJ 08102</b> <b>Lease Term - 12/04-11/06</b>																				

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## **SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Lorain BOE</b> <b>Charleston Administrative Ctr</b> <b>2350 Pole Avenue</b> <b>Lorain, OH 44052</b>	<b>SES Contract</b> <b>11/22/05-6/30/06</b>
<b>Los Angeles Unified Sch Dist</b> <b>333 S. Beaudry, 28th Floor</b> <b>Attn: John Liechty</b> <b>Los Angeles, CA 90017</b>	<b>SES Contract</b> <b>Term: 9/1/05-6/6/06</b>
<b>M5 Networks</b> <b>245 W. 17th Street</b> <b>9th Floor</b> <b>New York, NY 10011</b>	<b>Telecommunications Services</b>
<b>Mark Boyland</b> <b>48 Sunset Drive</b> <b>Chatham, NJ 07928</b>	<b>Employment Contract</b>
<b>Mark R. Fischer</b> <b>80 Woodchuck Hollow Road</b> <b>Cold Spring Harbor, NY 11724</b>	<b>Separation Agreement</b>
<b>Matthew Mugo Fields</b> <b>120 E. 116th Street</b> <b>Apt. 3R</b> <b>New York, NY 10029</b>	<b>Employment Contract</b>
<b>Microsoft Corporation</b> <b>Corporate Headquarters</b> <b>One Microsoft Way</b> <b>Redmond, WA 98052-6399</b>	<b>Volume Licensing Agreements</b> <b>Master Nos. 01S67097, 01S6A531</b>
<b>MirRam Group LLC</b> <b>895 Broadway, 5th Floor</b> <b>New York, NY 10003</b>	<b>Master Consultant Agreement - Government</b> <b>Relations Services</b> <b>Dated as of April 1, 2005</b>
<b>MWH #14 Corporation</b> <b>c/o TA Realty Corp.</b> <b>28 State Street, 10th Floor</b> <b>Boston, MA 02109</b>	<b>Nonresidential Real Property Lease</b> <b>1715 N. Westshore Blvd</b> <b>Suite 940</b> <b>Tampa, FL 33607</b> <b>Lease Term: 07/05-07/10</b>
<b>New York City BOE</b> <b>Ofc of Dep Chancellor for Teac</b> <b>52 Chambers St., 3rd Room 205</b> <b>New York, NY 10007</b>	<b>SES Contract</b> <b>Term: 9/1/05-8/31/08</b>
<b>Nextel of New York, Inc.</b> <b>565 Taxter Road</b> <b>Elmsford, NY 10523</b>	<b>Wireless Telecommunication Contract</b>



In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## **SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Pacific Pointe Office Twr LLC</b> 5959 Topanga Canyon Blvd Suite 200 Woodland Hills, CA 91367	<b>Nonresidential Real Property Lease</b> 879 West 190th St Suite 929 Gardena, CA 90248 Lease Term: 09/04-08/09
<b>Paychex, Inc.</b> Corporate Headquarters 911 Panorama Trail South Rochester, NY 14625-0397	<b>Various Agreements relating to payroll and related services</b>
<b>Plymouth Partners LP</b> 815 W. Van Buren Chicago, IL 60607	<b>Nonresidential Real Property Lease</b> 815 West Van Buren St Suite 215 Chicago, IL 60607 Lease Term: 06/04-08/07 Unpaid Amount \$ 1,228.76
<b>Radice III, LLC</b> c/o Exch. of Ft Lauderdale LLC 1500 W. Cypress Creek Rd.,#409 Fort Lauderdale, FL 33309	<b>Nonresidential Real Property Lease</b> 1000 Corporate Drive Suite 100 Ft Lauderdale, FL 33334 Lease Term: 01/06-01/11
<b>Relational LLC</b> 101 Federal Street Suite 1900 Boston, MA 02110	<b>Computer Equipment Leases</b>
<b>Ron Mason</b> 303 Bliss Lane Valley Cottage, NY 10989	<b>Separation Agreement</b>
<b>RRF V Tri City LP</b> c/o Glenborough 400 S. El Camino Real, Ste 100 San Mateo, CA 94402-1708	<b>Nonresidential Real Property Lease</b> 650 East Hospitality Lane Suite 360 San Bernardino, CA 92408 Lease Term: 01/05-12/07
<b>San Bernardino City USD</b> 777 North F Street San Bernardino, CA 92410	<b>SES Contract</b> Term: 10/1/05-6/30/06
<b>State-Oper Sch Dist - JC</b> 346 Claremont Avenue Jersey City, NJ 07305	<b>SES Contract</b> Term: 10/15/05-
<b>State-Oper Sch Dist - Newark</b> 2 Cedar Street Newark, NJ 07102	<b>SES Contract</b> Term: 9/1/05-8/31/06

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## **SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
<b>Stephen Murray</b> 647 Westchester Road Colchester, CT 06415	<b>Consulting Agreement</b> Term through July 14, 2006
<b>Steven J. Murray</b> 647 Westchester Road Colchester, CT 06415	<b>Employment Contract</b>
<b>SunGard Availability Services</b> 680 E. Swedesford Road Attn: Contract Administration Wayne, PA 19087	<b>Master Agreement for U.S. Availability Services - Network Continuity Services</b> Dated as of January 6, 2005
<b>SunTrust Center, LLC</b> c/o Equity Office 200 S. Orange Ave., Suite 2150 Orlando, FL 32801	<b>Nonresidential Real Property Lease</b> 200 South Orange Ave Suite 200 Orlando, FL 32801 Lease Term: 09/05-06/10
<b>The TreeLine 189 Partners</b> 200 Garden City Plaza Suite 325 Garden City, NY 11530	<b>Nonresidential Real Property Lease</b> 189 Montague St Suite 900 Brooklyn, NY 11201 Lease Term: 06/04-07/09
<b>V-Cube U.S.A., Inc.</b> 879 W. 190th St, Ste 929 Attn: Masako Iwata Gardena, CA 90248	<b>Nonresidential Real Property Lease - Sublease</b> (Debtor is Sublandlord) 879 West 190th St Suite 929 Gardena, CA 90248 Lease Term: 01/15/06-08/09
<b>Verizon Wireless</b> Attn: Customer Service PO Box 554 Warrendale, PA 15086-0553	<b>Mobile Telecommunication Services - Account</b> No. 108547204 (Agreement dated August 23, 2005) and Account No. 620274335-00001
<b>VirtualEdge Corporation</b> 1010 Stony Hill Road Yardley, PA 19067	<b>Master Agreement for Products and Services - Software Products</b> Dated as of August 3, 2005
<b>Xerox Capital Services LLC</b> PO Box 660501 Dallas, TX 75266-0501	<b>Photocopier Leases</b> Copier Serial No. 6 Work Centre MTE 016022 Pro 90 C
<b>Zero to Five LLC</b> 650 Clovelly Lane Devon, PA 19333	<b>Public Relations</b>

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## SCHEDULE H. CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<b>Ascend Venture Group, LLC</b> <b>1500 Broadway, 14th Floor</b> <b>New York, NY 10036</b> <b>Limited Guaranty</b>	<b>Silicon Valley Bank</b> <b>221 Washington St., Ste. 200</b> <b>One Newton Executive Park</b> <b>Newton, MA 02462</b>
<b>Capital Resource Partners V</b> <b>85 Merrimac Street</b> <b>Suite 200</b> <b>Boston, MA 02114</b> <b>Limited Guaranty</b>	<b>Silicon Valley Bank</b> <b>221 Washington St., Ste. 200</b> <b>One Newton Executive Park</b> <b>Newton, MA 02462</b>
<b>Quad Venture Partners</b> <b>650 Fifth Avenue</b> <b>31st Floor</b> <b>New York, NY 10019</b> <b>Limited Guaranty</b>	<b>Silicon Valley Bank</b> <b>221 Washington St., Ste. 200</b> <b>One Newton Executive Park</b> <b>Newton, MA 02462</b>

0 continuation sheets attached to Schedule of Codebtors

Official Form 6-Decl.  
(10/05)

**United States Bankruptcy Court  
Southern District of New York**

In re **Platform Learning Inc.**

Debtor(s)

Case No. \_\_\_\_\_

Chapter

**11**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **72** sheets [*total shown on summary page plus 1*], and that they are true and correct to the best of my knowledge, information, and belief.

Date **June 21, 2006**

Signature **/s/ Juan Torres**

**Juan Torres  
President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

Official Form 7  
(10/05)

**United States Bankruptcy Court  
Southern District of New York**

In re **Platform Learning Inc.**

Debtor(s)

Case No.

Chapter

**11**

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. Do not include the name or address of a minor child in this statement. Indicate payments, transfers and the like to minor children by stating "a minor child." See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

**DEFINITIONS**

**"In business."** A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

**"Insider."** The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

**1. Income from employment or operation of business**

None  
☐

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT  
**\$57,998,879.00**  
**\$30,035,903.00**

SOURCE  
**SES Revenue - Year Ending 6/05**  
**SES Revenue - Current Fiscal Year**

**2. Income other than from employment or operation of business**

None  
☒

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

### 3. Payments to creditors

None

**Complete a. or b., as appropriate, and c.**

■

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$600. Indicate with an (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
---------------------------------	----------------------	-------------	-----------------------

None

□

b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,000. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>Adecco</b> <b>175 Broad Hollow Road</b> <b>Melville, NY 11747</b>		<b>\$6,807,767.09</b>	<b>\$0.00</b>

None

□

c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
<b>Capital Resource Mgmt-Special Purposes</b> <b>85 Merrimac Street</b> <b>Suite 200</b> <b>Boston, MA 02114</b>	<b>7/5/2005</b>	<b>\$352,701.00</b>	<b>\$8,269.99</b>
<b>Capital Resource Mgmt-Special Purposes</b> <b>85 Merrimac Street</b> <b>Suite 200</b> <b>Boston, MA 02114</b>	<b>9/30/2005</b>	<b>\$285,262.00</b>	<b>\$8,269.99</b>
<b>Capital Resource Mgmt-Special Purposes</b> <b>85 Merrimac Street</b> <b>Suite 200</b> <b>Boston, MA 02114</b>	<b>12/30/2005</b>	<b>\$287,449.00</b>	<b>\$8,269.99</b>
<b>Stichting Pensioenfonds ABP</b> <b>Jachthavenweg 118</b> <b>1081 KJ Amsterdam</b>	<b>12/30/2005</b>	<b>\$124,437.00</b>	<b>\$0.00</b>
<b>Stichting Pensioenfonds ABP</b> <b>Jachthavenweg 118</b> <b>1081 KJ Amsterdam</b>	<b>12/30/2005</b>	<b>\$20,739.00</b>	<b>\$0.00</b>

#### 4. Suits and administrative proceedings, executions, garnishments and attachments

- None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
<b>Radice III, LLC vs. Platform Learning Case No. 0604980</b>	<b>Civil Action</b>	<b>Circuit Court of the 17th Judicial Circuit Broward County, Florida</b>	<b>Pending</b>
<b>Philosophy IB, LLP v. Platform Learning Docket No. MRS-L-3608-05</b>	<b>Civil Action</b>	<b>Superior Court of New Jersey Morris County</b>	<b>Pending</b>
<b>Suttle-Straus, Inc. v. Platform Learning Index No. 600915-06</b>	<b>Civil Action</b>	<b>Supreme Court of the State of New York County of New York</b>	<b>Pending</b>
<b>Print Media, Inc. v. Platform Learning Inc. Index No. 600990-06</b>	<b>Civil Action</b>	<b>Supreme Court of the State of New York County of New York</b>	<b>Pending</b>
<b>Mark Shnoer v. Platform Learning Inc.</b>	<b>Civil Action</b>		<b>Settled</b>
<b>Sony Electronics v. Platform Learning Index No. 601104-06</b>	<b>Civil Action</b>	<b>Supreme Court of the State of New York County of New York</b>	<b>Pending</b>
<b>Intellinet Corp. v. Platform Learning, Inc. Index No. 107647-06</b>	<b>Civil Proceeding</b>	<b>Supreme Court of the State of New York County of New York</b>	<b>Pending</b>
<b>Virtualedge Corp v. Platform Learning, Inc.</b>	<b>Breach of Contract</b>	<b>Court of Common Pleas, Bucks Co., Pa</b>	<b>Pending</b>
<b>MWH # 14 Corp. vs. Platform Learning, Inc., Case No. 06-005030</b>	<b>Breach of contract</b>	<b>Circuit Court of the Thirteenth Judicial Circuit in and for Hillsborough County, FL</b>	<b>Pending</b>

- None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
---	-----------------	--------------------------------------

#### 5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
---	--	--------------------------------------

## 6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
------------------------------	--------------------	-----------------------------------

- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
-------------------------------	---	---------------	-----------------------------------

## 7. Gifts

- None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
<b>Associate Black Charities</b> <b>136 E. 57th Street</b> <b>Suite 1505</b> <b>New York, NY 10022</b>		<b>1/31/05</b>	<b>\$5,000</b>
<b>W.S. Ministries</b> <b>c/o New Psalmist Baptist Church</b> <b>4501 1/2 Old Frederick Rd</b> <b>Attn: Roosevelt Harris</b> <b>Baltimore, MD 21229</b>		<b>2/1/05</b>	<b>\$3,000</b>
<b>VH1 Save the Music</b> <b>1515 Broadway, Suite 2026</b> <b>New York, NY 10036</b>		<b>3/31/05</b>	<b>\$5,000</b>
<b>Do Something Organization</b> <b>24-32 Union Square East</b> <b>New York, NY 10003</b>		<b>4/18/05</b>	<b>\$2,500</b>
<b>Brooklyn Arts Council</b> <b>55 Washington Street, Suite 218</b> <b>Brooklyn, NY 11201</b>		<b>6/14/05</b>	<b>\$10,000</b>
<b>Free Arts NYC</b> <b>1431 Broadway, 7th Floor</b> <b>New York, NY 10018</b>		<b>6/30/05</b>	<b>\$5,000</b>
<b>Hip Hop Summit Action</b> <b>512 Seventh Avenue, 43rd Floor</b> <b>New York, NY 10018</b>		<b>9/30/05</b>	<b>\$10,000</b>
<b>Chicago Defender Charities</b> <b>2400 South Michigan Ave., 3rd Floor</b> <b>Chicago, IL 60616</b>		<b>7/29/05</b>	<b>\$1,000</b>
<b>Manny Diaz Campaign Fund</b> <b>300 Aragon Ave.</b> <b>Suite 375</b> <b>Miami, FL 33134</b>		<b>6/27/05</b>	<b>\$500</b>



### 8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
--------------------------------------	--	--------------

### 9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Herrick, Feinstein LLP</b>	<b>3/10/06</b>	<b>\$55,000.00</b>
<b>2 Park Avenue</b>	<b>4/30/06</b>	<b>\$51,875.14</b>
<b>New York, NY 10016</b>	<b>5/18/06</b>	<b>\$27,164.33</b>
<b>Argus Management Corporation</b>	<b>12/05 - 5/06</b>	<b>\$562,199.70</b>
<b>One Grafton Common, Suite 23</b>		
<b>Grafton, MA 01519</b>		

### 10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
<b>KB Toys Wholesale Inc</b>	<b>2006</b>	<b>Toys &amp; educational materials</b>
<b>100 West St</b>		
<b>Pittsfield, MA 01201</b>		
<b>Relational LLC</b>	<b>June 2006</b>	<b>Applied Letter of Credit (\$612,000)</b>
<b>101 Federal Street</b>		
<b>Suite 1900</b>		
<b>Boston, MA 02110</b>		

- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
----------------------------------	---------------------------	---

# 11. Closed financial accounts

None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
American Express	CD - 10106813	\$61,942.61 (2/6/2006)
Bank of America	CD - FLC070502	\$175,000.00 (closed 3/20/06)

# 12. Safe deposit boxes

None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
--	---	-------------------------	---------------------------------------

# 13. Setoffs

None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
Bank of America PO Box 60073 City Of Industry, CA 91716-0073	03/20/06	\$175,000

# 14. Property held for another person

None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
---------------------------	-----------------------------------	----------------------

# 15. Prior address of debtor

None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
17 State Street 32nd Floor New York, NY 10004	Platform Learning, Inc.	December 2004 - March 31, 2006

# **16. Spouses and Former Spouses**

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

# **17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	--	-------------------	----------------------

- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
-----------------------	--	-------------------	----------------------

- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
--	---------------	-----------------------

**18 . Nature, location and name of business**

None

- ☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOC. SEC. NO./ COMPLETE EIN OR OTHER TAXPAYER I.D. NO.	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
------	--	---------	--------------------	-------------------------------

None

- ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
------	---------

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, records and financial statements**

None

- ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>Charles Guss</b> 67 Austin Road Mahopac, NY 10541	3/1/04 - 9/9/05
<b>Michael Archembault</b> 7 Woodhull Cove Lane East Setauket, NY 11733	1/7/04 - 8/2/05
<b>John J. Murray</b> 3592 Park Avenue #B2 Wantagh, NY 11793	6/27/05 - 1/14/06
<b>Steve Lamb</b> 39 Mather Road Stamford, CT 06903	7/18/05 - 11/25/05
<b>Argus Management Corp.</b> One Grafton Common - Suite 23 Grafton, MA 01519	12/05 - Current

None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
<b>Deloitte</b>	<b>25 Broadway New York, NY 10004-1010</b>	<b>6/30/04 and 6/30/05 (Neither audit completed nor were any reports issued)</b>

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
<b>Platform Learning Inc.</b>	<b>55 Broad Street 25th Floor New York, NY 10004</b>

None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
<b>Silicon Valley Bank 400 Madison Avenue Suite 15A New York, NY 10017</b>	<b>3/31/06</b>
<b>Relational LLC 101 Federal Street Suite 1900 Boston, MA 02110</b>	<b>3/31/06</b>
<b>Dell Financial Services 99355 Collections Center Drive Chicago, IL 60693</b>	<b>12/31/05</b>
<b>Bank of America PO Box 60073 City Of Industry, CA 91716-0073</b>	<b>6/30/05</b>
<b>Ascend Venture Group, LLC 1500 Broadway, 14th Floor New York, NY 10036</b>	<b>3/31/06</b>
<b>Capital Resource Partners 85 Merrimac Street Suite 200 Boston, MA 02114</b>	<b>3/31/06</b>
<b>Quad Venture Partners 650 Fifth Avenue 31st Floor New York, NY 10019</b>	<b>3/31/06</b>
<b>Debra J. Segal Trust c/o Seavest Inc. 707 Westchester Ave., Suite 401 Attn: Richard D. Segal White Plains, NY 10604</b>	<b>6/30/05</b>
<b>Fourth Generation Partners c/o Seavest Inc. 707 Westchester Ave., Suite 401 Attn: Richard D. Segal White Plains, NY 10604</b>	<b>6/30/05</b>

NAME AND ADDRESS	DATE ISSUED
<b>New York City Investment Fund</b> <b>One Battery Park Plaza</b> <b>Fifth Floor</b> <b>Attn: Janice Roberts</b> <b>New York, NY 10004</b>	<b>6/30/05</b>
<b>Stitching Pensionenfonds</b> <b>Jachthavenweg 118</b> <b>1081 KJ</b> <b>AMSTERDAM</b>	<b>12/31/05</b>
<b>William E. Lighten</b> <b>c/o Lehman Brothers</b> <b>745 Seventh Avenue, 7th Floor</b> <b>New York, NY 10019</b>	<b>6/30/05</b>
<b>WS Investment Company</b> <b>c/o Wilson Sonsini Goodrich &amp; Rosa</b> <b>650 Page Mill Road</b> <b>Attn: Isaac Vaughn</b> <b>Palo Alto, CA 94304</b>	<b>12/31/05</b>
<b>Woodside Capital Management</b> <b>25 Mall Road</b> <b>Burlington, MA 01803</b>	<b>3/31/06</b>

## 20. Inventories

- None ☐ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
<b>Unknown</b>	<b>Resolve Corp. - Curricular &amp; Rewards</b>	<b>\$2,300,000</b>
<b>Unknown</b>	<b>Suttle-Straus - Marketing Materials</b>	<b>\$250,000</b>

- None ☐ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
<b>Unknown</b>	<b>Resolve Corp.</b>
<b>Unknown</b>	<b>Suttle-Straus</b>

## 21 . Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
None <input type="checkbox"/>	b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.	

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>Ascend Venture Group, LLC</b> <b>1500 Broadway, 14th Floor</b> <b>New York, NY 10036</b>		<b>38.56%</b>

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Capital Resource Partners 200 State Street Boston, MA 02109		9.25%
Platform Group LLC c/o Eugene V. Wade, Jr. 55 Broad Street, 25th Floor New York, NY 10004		29.20%
Quad Venture Partners 650 Fifth Avenue 31st Floor New York, NY 10019		13.58%
Eugene V. Wade, Jr. Platform Learning 55 Broad Street, 25th floor New York, NY 10004	Chief Executive Officer/Director	
Juan Torres Platform Learning 55 Broad Street, 25th Floor New York, NY 10004	President/Treasurer/Director	
Isaac Vaughn Wilson, Sonsini, Goodrich & Rosati, P.C. 650 Page Mill Road Palto Alto, CA	Secretary/Director	
Daniel Neuwirth Quad Ventures LLC 650 Fifth Avenue 31st Floor New York, NY 10019	Director	
Darryl E. Wash Ascend Ventures 1500 Broadway, 14th Floor New York, NY 10036	Director	

**22 . Former partners, officers, directors and shareholders**

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
------	---------	--------------------

None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Carlos Watson 111 North Rengstorff Ave. Suite 162 Mountain View, CA 94043	Director	
Stephen Jenks c/o Capital Resource Partners 85 Merrimac Street Suite 200 Boston, MA 02114	Director	4/20/06 (Resigned)
Dan Neuwirth	Director	5/15/06 (Resigned)

**23 . Withdrawals from a partnership or distributions by a corporation**

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>Capital Resource Mgmt - Special Purposes</b> <b>85 Merrimac Street</b> <b>Suite 200</b> <b>Boston, MA 02114</b> Equityholder and subordinated debtholder	<b>7/5/05</b>	<b>\$352,701.00</b>
<b>Capital Resource Mgmt - Special Purposes</b> <b>85 Merrimac Street</b> <b>Suite 200</b> <b>Boston, MA 02114</b> Equityholder and subordinated debtholder	<b>9/30/05</b>	<b>\$285,262.00</b>
<b>Capital Resource Mgmt - Special Purposes</b> <b>85 Merrimac Street</b> <b>Suite 200</b> <b>Boston, MA 02114</b> Equityholder and subordinated debtholder	<b>12/30/05</b>	<b>\$287,449.00</b>
<b>Stichting Pensioenfonds ABP</b> <b>Jachthavenweg 118</b> <b>1081 KJ</b> <b>AMSTERDAM,</b> Equityholder	<b>12/30/05</b>	<b>\$124,437.00</b>
<b>Stichting Pensioenfonds ABP</b> <b>Jachthavenweg 118</b> <b>1081 KJ</b> <b>AMSTERDAM</b> Equityholder	<b>12/30/05</b>	<b>\$20,739.00</b>

**24. Tax Consolidation Group.**

None ☒ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------------	--------------------------------------

**25. Pension Funds.**

None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------



**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date June 21, 2006

Signature /s/ Juan Torres  
**Juan Torres**  
**President**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

In re Platform Learning Inc.

Debtor(s)

Case No. \_\_\_\_\_

**STATEMENT OF FINANCIAL AFFAIRS**

**Attachment 3.b. - Payments to Ordinary Creditors During 90 Day  
Period Prior to Petition Date Aggregating More than \$5,000**

<b><u>Vendor Name</u></b>	<b><u>Total Paid</u></b>
17 State Street	7,410.00
ABD Insurance & Financial Services, Inc.I	8,089.00
ABM Janitorial Services	18,915.70
Accountemps	18,356.10
Acxiom	11,478.02
Adecco	1,559,489.77
ADP	109,763.26
AFCO	18,204.80
Allessandra Cautenicci	25,000.00
Allied Office Products	65,000.00
American International Companies	10,259.00
Argus Management	252,602.95
AXA Corporate Solutions Reinsurance Co.	79,318.08
Baker, Govern & Baker	7,047.00
Bank of America	36,360.89
Best Buy	47,695.20
Canon Business Solutions	24,178.28
Canon Financial Services,Inc ( CFS )	46,031.95
Ceridian Payroll (401K)	68,456.78
CGS Total	295,040.00
Citicorp Vendor Finance, Inc.	19,407.89
Clark County School District	30,344.37
Cogent Communication	8,616.17
Congressional Hispanic Caucus Institute	15,000.00

<b>CT Corporation System</b>	5,447.00
<b>David Gitman</b>	6,077.31
<b>David R Williams Inc.</b>	6,185.11
<b>Dell Financial Services</b>	23,974.04
<b>DHL EXPRESS (USA) INC.</b>	36,342.90
<b>Dubrow Management</b>	5,600.00
<b>Education Industry Association</b>	10,000.00
<b>Ernst &amp; Young US LLP</b>	72,857.06
<b>Filter/Studios</b>	6,093.87
<b>First Student Inc.</b>	16,150.00
<b>GE Dental Insurance</b>	19,002.74
<b>GE Financial</b>	18,193.77
<b>Gene Wade</b>	16,737.48
<b>Genesis Building Limited</b>	5,335.75
<b>George Arzt Communications Inc.</b>	9,000.00
<b>Greater Miami Caterers</b>	10,379.85
<b>GS Equities, LLC</b>	7,173.68
<b>Herrick, Feinstein LLP</b>	79,039.47
<b>ISGI</b>	12,457.67
<b>Jones Lang LaSalle Mgmt Service</b>	12,429.12
<b>K.L. Holdings LLC</b>	7,342.50
<b>Kevin Liles</b>	62,500.00
<b>Lanak &amp; Hanna, P.C. Client Trust Account</b>	9,000.00
<b>Law Offices of James Elliot (Schneour Settlement)</b>	189,364.50
<b>M5 Networks</b>	40,642.94
<b>Manhattan Mini Storage</b>	7,821.00
<b>MegaPath Networks Inc.</b>	19,407.96
<b>Meyers Moving and Storage</b>	8,192.21
<b>Monica Palacio</b>	30,062.49
<b>N.Y.S. Unemployment Insurance</b>	13,026.17

Nextel	90,000.00
Nixon Peabody LLP	110,000.00
NYSIA	9,164.00
Palm Springs community Night School	5,235.00
Plymouth Partners	10,737.73
RC Dolner	8,301.92
Relational LLC	93,953.28
Resolve Corp.	160,000.00
Riemer & Braunstein	25,360.00
RRF V Tri City Limited Partnership	5,753.20
Silicon Valley Bank Forbearance Fees	260,000.00
Sitel	65,000.00
Stacy Scott	11,000.00
Steven Murray	10,000.00
Sungard Availability Services	27,960.00
The Betesh Group	16,322.75
The TreeLine 189 Partners	10,887.26
United Healthcare	400,989.56
United Insurance Company of America - Commercial Specialists Total	14,299.19
Unum Provident	55,276.12
Verizon Wireless	6,502.82
Wilson Sonsini Goodrich & Rosati	47,000.00
Woodside Capital Partners	50,000.00
Worldwide Corporate Housing	36,000.00
Yipes Enterprise Services Inc.	16,171.33
Younan Properties Inc.	5,677.20
Zer0to5ive	6,000.00

**United States Bankruptcy Court**  
**Southern District of New York**

In re Platform Learning Inc.

Debtor(s)

Case No.

Chapter

11

**DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)**

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$	<u>125,000.00</u>
Prior to the filing of this statement I have received.....	\$	<u>125,000.00</u>
Balance Due.....	\$	<u>0.00</u>

2. The source of the compensation paid to me was:

☒ Debtor      ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor      ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including those set forth in the application seeking to retain Herrick, Feinstein LLP as counsel for the debtor and debtor-in-possession.

**CERTIFICATION**

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: June 21, 2006/s/ Eric W. Sleeper

**Eric W. Sleeper**  
**Herrick, Feinstein LLP**  
**2 Park Avenue**  
**New York, NY 10016**  
**(212) 592-1400 Fax: (212) 592-1500**

**United States Bankruptcy Court**  
**Southern District of New York**

In re Platform Learning Inc.  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Ascend Ventures II, L.P.</b> 1500 Broadway, 14th Floor New York, NY 10036		<b>588,442</b>	<b>4.46%</b>
<b>Ascend Ventures NY II, L.P.</b> 1500 Broadway, 14th Floor New York, NY 10036		<b>588,442</b>	<b>4.46%</b>
<b>Ascend Ventures NY, L.P.</b> 1500 Broadway, 14th Floor New York, NY 10036		<b>781,130</b>	<b>5.93</b>
<b>Ascend Ventures, L.P.</b> 1500 Broadway, 14th Floor New York, NY 10036		<b>3,124,515</b>	<b>23.71%</b>
<b>Capital Resource Partners V LP</b> 85 Merrimac Street Suite 200 Boston, MA 02114		<b>1,219,676</b>	<b>9.25%</b>
<b>Debra J. Segal Trust</b> c/o Seavest Inc. 707 Westchester Ave., Ste 401 White Plains, NY 10604		<b>31,634</b>	<b>0.24%</b>
<b>Fourth Generation Partners</b> c/o Seavest Inc. 707 Westchester Ave., Ste 401 White Plains, NY 10604		<b>47,452</b>	<b>0.36%</b>
<b>Fourth Generation Partners</b> c/o Seavest Inc. 707 Westchester Ave., Ste 401 White Plains, NY 10604		<b>47,452</b>	<b>0.36%</b>
<b>New York City Investment Fund</b> One Battery Park Plaza, 5th Fl Attn: Janice Roberts New York, NY 10004		<b>362,919</b>	<b>2.75%</b>
<b>Platform Group LLC</b> c/o Eugene V. Wade, Jr. 55 Broad Street, 25th Floor New York, NY 10004		<b>3,848,856</b>	<b>29.20%</b>

In re **Platform Learning Inc.**

Case No. \_\_\_\_\_

Debtor

## LIST OF EQUITY SECURITY HOLDERS

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Quad Venture Partners SBIC, LP</b> <b>650 Fifth Avenue</b> <b>31st Floor</b> <b>New York, NY 10019</b>		<b>1,789,913</b>	<b>13.58%</b>
<b>Stitching Pensionenfonds ABP</b> <b>Jachthavenweg 118</b> <b>1081 KJ</b> <b>Amsterdam</b>		<b>528,161</b>	<b>4.01%</b>
<b>Stitching Pensionenfonds VDG</b> <b>Jachthavenweg 118</b> <b>1081 KJ</b> <b>Amsterdam</b>		<b>88,104</b>	<b>0.67%</b>
<b>William E. Lighten</b>		<b>31,634</b>	<b>0.24%</b>
<b>WS Investment Company</b> <b>c/o Wilson Sonsini Goodrich &amp; Rosa</b> <b>650 Page Mill Road</b> <b>Palo Alto, CA 94304</b>		<b>100,821</b>	<b>0.77%</b>

### DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **June 21, 2006**

Signature **/s/ Juan Torres**

**Juan Torres**  
**President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court  
Southern District of New York**

In re **Platform Learning Inc.**

Debtor(s)

Case No.

Chapter

**11**

**VERIFICATION OF CREDITOR MATRIX**

I, the President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **June 21, 2006**

**/s/ Juan Torres**

**Juan Torres/President**

Signer/Title



ERIC W. SLEEPER  
HERRICK, FEINSTEIN LLP  
2 PARK AVENUE  
NEW YORK, NY 10016

OFFICE OF THE US TRUSTEE  
33 WHITEHALL STREET  
SUITE 2100  
NEW YORK, NY 10004

INTERNAL REVENUE SERVICE  
SPEC. PROCEDURES FUNCTION  
PO BOX 60  
BROOKLYN, NY 11201

UNITED STATES ATTORNEY  
ATT: CHIEF BANKRUTPCY LIT  
ONE PIERREPONT PLAZA  
14TH FLOOR  
BROOKLYN, NY 11201

US DEPT OF JUSTICE  
TAX DIVISION  
BOX 55  
BEN FRANKLIN STATION  
WASHINGTON, DC 20044

NYS DEPT OF TAXATION & FINANCE  
BANKRUPTCY SECTION  
PO BOX 5300  
ALBANY, NY 12205-0300

NYS DEPT. OF TAXATION  
QUEENS DISTRICT OFFICE  
80-02 KEW GARDENS ROAD  
KEW GARDENS, NY 11415

NYS DIVISION OF CORPORATIONS  
ALBANY, NY 12231-0002

NYC DEPT OF FINANCE  
CHURCH STREET STATION  
PO BOX 3671  
NEW YORK, NY 10008

NY CITY DEPT. OF FINANCE  
BANKRUPTCY & ASSIGNMENT UNIT  
345 ADAMS STREET, 10TH FLOOR  
BROOKLYN, NY 11201

45 ACADEMY STREET ASSOCIATES  
C/O DUBROW MANAGEMENT  
45 ACADEMY STREET, SUITE 200  
NEWARK, NJ 07102

4T-TECHNOLOGIES, INC.  
885 WOODSTOCK ROAD  
SUITE 430 # 220  
ROSEWELL, GA 30075-2274

55 BROAD STREET LP  
345 PARK AVENUE  
NEW YORK, NY 10154-0101

AAA ARCHITECTURAL HARDWARE CO  
44 WEST 46TH STREET  
NEW YORK, NY 10036

ABM JANITORIAL SERVICES  
PO BOX 19459A  
NEWARK, NJ 07195-0459

ABRAMS FAMILY INVESTMENTS LLC  
C/O UNITED INS. CO. OF AMERICA  
7674 W. LAKE MEAD BLVD, #104  
LAS VEGAS, NV 89128

ACC BUSINESS  
PO BOX 13136  
NEWARK, NJ 07101-5636

ACCONTEMPS  
12400 COLLECTIONS CENTER DRIVE  
CHICAGO, IL 60693

ACCUCONFERENCE  
ATTN: DAVID BYRD  
6300 RIDGLEA PLACE, SUITE 318  
FORT WORTH, TX 76116

ACE PRINTING COMPANY INC  
54 FADEM ROAD  
SPRINGFIELD, NJ 07081

ACXIOM  
12445 COLLECTION CENTER DRIVE  
CHICAGO, IL 60693

ADECCO  
PO BOX 371084  
PITTSBURGH, PA 15250-7084

ADECCO  
99 SUMMER STREET  
ATTN: VP OF OPERATIONS  
BOSTON, MA 02110

ADECCO  
61 BROADWAY  
NEW YORK, NY 10006-2701

ADECCO USA, INC.  
175 BROAD HOLLOW ROAD  
ATTN: GENERAL COUNSEL  
MELVILLE, NY 11747

ADECCO USA, INC.  
175 BROAD HOLLOW ROAD  
MELVILLE, NY 11747

ADP INC  
PO BOX 7247-0351  
PHILADELPHIA, PA 19170-0351

ADP NATIONAL ACCOUNT SERVICES  
ATTN: BRYAN WEBB  
10407 CENTURIAN PKY N, STE 400  
JACKSONVILLE, FL 32256

AFCO  
DEPT 21315  
PASADENA, NY 91185-1315

AHA! INTERACTIVE  
53 W. JACKSON BLVD.  
SUITE 1135  
CHICAGO, IL 60604

AKRON BOARD OF EDUCATION  
70 N. BROADWAY  
AKRON, OH 44308

ALEKS CORPORATION  
400 NORTH TUSTIN, SUITE 300  
SANTA ANA, CA 92705

ALL SHREDDING CORP  
27 WILLIAMS STREET 4TH FLOOR  
NEW YORK, NY 10005

ALLESSANDRA CAUTENICCI  
6200 WAGNER LANE  
BETHESDA, MD 20816

ALLIED OFFICE PRODUCTS  
100 DELAWANNA AVE  
CLIFTON, NJ 07014

ALPINVEST PARTNERS INC.  
630 FIFTH AVENUE, 28TH FLOOR  
NEW YORK, NY 10111

AMERICAN BUILDING MAINTENANCE  
551 FIFTH AVENUE, SUITE 300  
NEW YORK, NY 10176

ARROWHEAD  
PO BOX 52237  
PHOENIX, AZ 85072-2237

ASCEND VENTURE GROUP, LLC  
1500 BROADWAY, 14TH FLOOR  
NEW YORK, NY 10036

AXA CORP SOLUTIONS REINSURANCE  
17 STATE STREET  
38TH FLOOR  
NEW YORK, NY 10004

AXA CORP. SOLUTIONS REINS. CO.  
17 STATE STREET, 38TH FLOOR  
NEW YORK, NY 10004

AYERS GROUP  
405 LEXINGTON AVENUE  
NEW YORK, NY 10174

BANK OF AMERICA  
PO BOX 60073  
CITY OF INDUSTRY, CA 91716-0073

BD OF SCH INSP. - JOLIET PS  
420 N. RAYNOR AVENUE  
ATTENTION: MS. CAROL SOSSONG  
JOLIET, IL 60435

BEKINS WORLDWIDE SOLUTIONS  
135 S. LASALLE, DEPT. 1624  
CHICAGO, IL 60674-1624

BELLSOUTH  
PO BOX 70529  
CHARLOTTE, NC 28272-0529

BIG  
1131 W. WARNER ROAD, SUITE 102  
TEMPE, AZ 85284

BIG APPLE CAR  
169 BAY 17TH STREET  
BROOKLYN, NY 11214

BIG APPLE VISUAL GROUP  
247 W. 35TH STREET  
NEW YORK, NY 10001

BOE FOR THE CITY OF DETROIT  
FISHER BUILDING  
7307 SECOND AVE., 10TH FLOOR  
DETROIT, MI 48202

BOE OF THE CITY OF CHICAGO  
OFFICE OF AFTER SCHOOL & COMMU  
125 SOUTH CLARK, 10TH FLOOR  
CHICAGO, IL 60603

BOE OF THE CLEVELAND MUN. SD  
1380 E. SIXTH STREET  
CLEVELAND, OH 44114

BRENDA LEGGETT  
C/O FRANCES FARBER-WALTER, ESQ  
25 MAIN STREET, SUITE 104  
HACKENSACK, NJ 07601

BROWN & BIGELOW  
PO BOX 1450 NW 8554  
MINNEAPOLIS, MN 55485-8554

BUSINESS OBJECTS  
7573 COLLECTIONS CENTER DRIVE  
CHICAGO, IL 60693

CAMBIUM LEARNING  
313 SPEEN STREET  
NATICK, MA 01760

CANON BUS. SOLUTIONS-EAST, INC  
P.O. BOX 728  
PARK RIDGE, NJ 07656

CANON BUSINESS SOLUTIONS  
300 COMMERCE SQUARE BLVD  
BURLINGTON, NJ 08016

CANON BUSINESS SOLUTIONS-WEST  
PO BOX 100924  
PASADENA, CA 91189-0924

CANON FIN. SERVICES, INC.  
158 GAITHER DRIVE #200  
SUITE 100  
MOUNT LAUREL, NJ 08054

CANON FIN. SERVICES, INC.  
15325 S.E. 30TH PLACE  
SUITE 100  
BELLEVUE, WA 98007

CAPITAL H GROUP  
ATTN: GREGORY SILICH  
225 W. WASHINGTON STREET  
CHICAGO, IL 60606

CAPITAL RESOURCE MANAGEMENT-SPECIAL PURP  
200 STATE STREET  
BOSTON, MA 02109

CAPITAL RESOURCE PARTNERS V  
85 MERRIMAC STREET  
SUITE 200  
BOSTON, MA 02114

CAPITAL RESOURCE PARTNERS V LP  
85 MERRIMAC STREET  
SUITE 200  
BOSTON, MA 02114

CAREY INTERNATIONAL  
PO BOX 631414  
BALTIMORE, NY 21263-1414

CARLOS WATSON  
111 NORTH RENGSTORFF AVE.  
SUITE 162  
MOUNTAIN VIEW, CA 94043

CARMEL PRIVATE CAR & LIMOUSINE SERVICES  
2642 BROADWAY  
NEW YORK, NY 10025

CDW DIRECT LLC  
PO BOX 75723  
CHICAGO, IL 60675-5723

CENTRAL PARKING SYSTEM - FL  
647 BRICKELL KEY DRIVE  
MIAMI, FL 33131

CHRISTINE DONOVAN, ESQ.  
THE DONOVAN GROUP  
2920 NEWPORT BLVD., STE. B  
NEWPORT BEACH, CA 92663

CINGULAR - O  
PO BOX 6444  
CAROL STREAM, IL 60197-6444

CINGULAR - W  
PO BOX 828435  
PHILADELPHIA, PA 19182-8435

CITICORP VENDOR FINANCE, INC  
ONE INTERNATIONAL BOULEVARD  
MAHWAH, NJ 07430-0631

CITICORP VENDOR FINANCE, INC  
PO BOX 7247-0118  
PHILADELPHIA, PA 19170-0118

CITY OF BRIDGETON BOE  
41 BANK STREET  
BRIDGETON, NJ 08302

CITY OF CAMDEN BOE  
201 N. FRONT STREET  
CAMDEN, NJ 08102

CITY OF SAN BERNARDINO BUSINESS REG  
300 NORTH "D" STREET  
SAN BERNARDINO, CA 92418

CLARK COUNTY SCHOOL DISTRICT  
DR. SUSAN WRIGHT, DIR. TITLE I  
515 W. CHEYENNE AVENUE  
NORTH LAS VEGAS, NV 89030

CLASSIC COFFEE SYSTEMS, LTD  
333 W. MERRICK ROAD  
SUITE #3  
VALLEY STREAM, NY 11580



CLEAR CHANNEL - WJLB  
27675 HALSTED ROAD  
FARMINGTON HILL, MI 48331

CLUB QUARTERS  
49 W. 45TH STREET, 8TH FLOOR  
NEW YORK, NY 10036

CMRS-FP  
DEPT. 4272  
CAROL STREAM, IL 60122-4272

COFFEE DISTRIBUTING CORP.  
PO BOX 766  
GARDEN CITY PK, NY 11040-0604

COGENT COMMUNICATIONS, INC.  
1015 31ST STREET, N.W.  
WASHINGTON, DC 20007

COMED  
BILL PAYMENT CENTER  
CHICAGO, IL 60668-0001

COMMERCIAL WIRING SERVICE LLC  
3010 ROUTE 88  
PT PLEASANT BCH, NJ 08742

COMPUTER GENERATED SOLUTIONS  
3 WORLD FINANCIAL CENTER  
200 VESEY STREET, 27TH FLOOR  
NEW YORK, NY 10281

CON EDISON COMMUNICATIONS  
55 BROAD STREET  
22ND FL - FINANCE  
NEW YORK, NY 10004

CORBIS CORPORATION  
13159 COLLECTIONS CENTER DRIVE  
CHICAGO, IL 60693

CSFB 1998-P1 GRISWOLD OFF LLC  
645 GRISWOLD, SUITE 3080  
DETROIT, MI 48226

CSFB 1998-P1 GRISWOLD OFFICE  
C/O FINSILVER/FRIEDMAN MGMT  
34975 W. TWELVE MILE RD, #100  
FARMINGTON HILLS, MI 48331

DART COURIER SERVICE  
116 EAST 16TH STREET  
3RD FLOOR  
NEW YORK, NY 10003

DAVID RIVERA  
381 BEDFORD PARK BLVD #2  
BRONX, NY 10458

DELL FINANCIAL SERVICES  
899 EATON AVENUE  
BETHLEHEM, PA 18025

DELL FINANCIAL SERVICES  
99355 COLLECTIONS CENTER DRIVE  
CHICAGO, IL 60693

DELL FINANCIAL SERVICES, LP  
12234 N. IH-35 BLDG B  
AUSTIN, TX 78753

DELL FINANCIAL SERVICES, LP  
99355 COLLECTIONS CENTER DRIVE  
CHICAGO, IL 60693

DELL INC.  
ONE DELL WAY  
ROUND ROCK, TX 78682

DELL MARKETING LP  
PO BOX 676021  
DALLAS, TX 75267-6021

DELOITTE  
25 BROADWAY  
NEW YORK, NY 10004-1010

DHL EXPRESS (USA) INC.  
PO BOX 4723  
HOUSTON, TX 77210-4723

DOWNTOWN KEY & LOCK CO.  
44 NEW STREET  
NEW YORK, NY 10004

EAST DETROIT PUBLIC SCHOOLS  
C/O JOANNE C. LELEKATCH  
15115 DEERFIELD  
EASTPOINTE, MI 48021

EDUCATION INDUSTRY ASSOCIATION  
PO BOX 348  
WATERTOWN, WI 53094

EDUCATION WEEK  
PO BOX 2083  
MARION, OH 43306-8183

ENTERPRISE RENT-A-CAR OF SF  
192 98TH AVE  
OAKLAND, CA 94603-1004

EPI INTERNET DIRECT  
5694-4 HIGHWAY 7 EAST, STE 322  
MARKHAM, ONTARIO L3P 1B4  
CANADA

EPREDIX  
MI 06 PO BOX 1150  
MINNEAPOLIS, MN 55480-1150

EPROMOS PROMOTIONAL PRODUCTS, INC.  
222 EAST 44TH STREET  
10TH FLOOR  
NEW YORK, NY 10017

ERNST & YOUNG LLP  
PO BOX 98366  
CHICAGO, IL 60693

ERNST & YOUNG U.S. LLP  
PO BOX 98366  
CHICAGO, IL 60693

ERNST & YOUNG U.S. LLP  
5 TIMES SQUARE  
NEW YORK, NY 10036

ERNST & YOUNG U.S. LLP  
1300 HUNTINGTON BUILDING  
925 EUCLID AVENUE  
CLEVELAND, OH 44115

EUGENE V. WADE, JR.  
55 BROAD STREET  
25TH FLOOR  
NEW YORK, NY 10004

EVOLUT. STRATEGIC PLANNING INC  
189 MONTAGUE STREET  
BROOKLYN, NY 11201

EXCHANGE OF FT LAUDERDALE LLC  
1500 WEST CYPRESS CREEK ROAD  
SUITE 409  
FORT LAUDERDALE, FL 33309

FBEC-BRICKELL KEY CENTRE LP  
C/O JONES LANG LASALLE MGT SVC  
601 BRICKELL KEY DR, STE 101  
MIAMI, FL 33131

FEDEX  
PO BOX 1140  
MEMPHIS, TN 38108

FEDEX - PA  
PO BOX 371461  
PITTSBURGH, PA 15250-7461

FEDEX KINKOS  
PO BOX 672085  
DALLAS, TX 75267-2085

FIA  
230 PARK AVENUE, SUITE 422  
NEW YORK, NY 10169

FILTERFRESH CHICAGO  
36245 TREASURY CENTER  
CHICAGO, IL 60694-6200

FINSILVER/FRIEDMAN MGMT CORP.  
ATTN: PENOBSCOT BUILDING  
34975 W. TWELVE MILE RD, #100  
FARMINGTON HILLS, MI 48331

FIT  
SEVENTH AVE. AT 27TH STREET  
NEW YORK, NY 10001-5992

FLAGLER DEVELOPMENT COMPANY  
10151 DEERWOOD PARK BOULEVARD  
BUILDING 100, SUITE 330  
JACKSONVILLE, FL 32256

FRIENDS OF HILLARY  
15 EAST 26TH STREET  
NEW YORK, NY 10010

FUN EXPRESS  
PO BOX 2049  
OMAHA, NE 68103

GALEN TECHNOLOGY SOLUTIONS, INC.  
100 WALL STREET  
NEW YORK, NY 10005

GE FINANCIAL  
1800 SOUTH SPRINGER DRIVE  
LOMBARD, IL 60148

GENESIS BUILDING LIMITED  
DALAD GROUP, ATTN LLOYD MAZUR  
6200 ROCKSIDE WOODS BLVD, #105  
INDEPENDENCE, OH 44131

GENESIS BUILDING LIMITED  
6200 ROCKSIDE WOODS BLVD  
SUITE 105  
INDEPENDENCE, OH 44131

GEORGE ARZT COMMUNICATIONS INC  
123 WILLIAM STREET  
22ND FLOOR  
NEW YORK, NY 10038

GLOBAL VANTEDGE  
PO BOX 940  
BROOKFIELD, WI 53008-0940

GLYPH LANGUAGE SERVICES  
126 NW CANAL STREET, SUITE 110  
SEATTLE, WA 98107

GOOD TECHNOLOGY INC  
DEPT CH 17433  
PALATINE, IL 60055-7433

GREATER MIAMI CATERERS  
4001 N.W. 31ST AVENUE  
MIAMI, FL 33142

GROOVE NETWORKS, INC  
100 CUMMINGS CENTER/SUITE 535Q  
ATTN: RACHEL BRADFORD-WARFEL  
BEVERLY, MA 01915

GS EQUITIES, LLC  
PO BOX 31-1807  
DETROIT, MI 48231-1807

GUARINO & ASSOCIATES  
1 WINDY HILL  
CLEVELAND, OH 44094

HALSEY, RAINS AND ASSOCIATES  
415 SECOND ST., NE, SUITE 100  
WASHINGTON, DC 20002

HARCOURT ASSESSMENT, INC.  
CUSTOMER SERVICE  
PO BOX 708912  
SAN ANTONIO, TX 78270-8912

HARRIS INTERACTIVE  
135 CORPORATE WOODS  
ROCHESTER, NY 14623-1457

HARRIS MC CULLY ASSOCIATES  
99 PARK AVENUE, 18TH FLOOR  
NEW YORK, NY 10016

HEADSPROUT  
127 BROADWAY EAST - SUITE 300  
SEATTLE, WA 98102

HEART TO HEART FLORAL DECORATIONS  
5 BEAVER STREET  
NEW YORK, NY 10004

HOLLAND & KNIGHT LLP  
2099 PENNSYLVANIA AVE N.W.  
SUITE 100  
WASHINGTON, DC 20006

HUDSON BAY ENVIRONMENTS  
ONE FORDHAM PLAZA  
BRONX, NY 10458-5871

IKNOWTHAT.COM INC.  
2100 WHARTON STREET  
SUITE 625  
PITTSBURGH, PA 15203

IKON DOCUMENT SERVICES (PA)  
PO BOX 827457  
PHILADELPHIA, PA 19182-7457

IKON FINANCIAL SERVICES  
PO BOX 41564  
PHILADELPHIA, PA 19101-1564

IKON OFFICE SOLUTIONS - IL  
1600 SOLUTIONS CENTER  
CHICAGO, IL 60677-1005

IMAGE ACCESS CORP  
252 HUDSON STREET  
HACKENSACK, NJ 07601

INNOVATIVE SYSTEMS  
FIVE VALLEY SQUARE, SUITE 225  
512 TOWNSHIP LINE ROAD  
BLUE BELL, PA 19422

INTELLAGENT SOLUTIONS LLC  
107 MAX CT. SE  
LEESBURG, VA 20175

INTELLINET  
TWO CONCOURSE PARKWAY  
ATLANTA, GA 30328

INTERWOVEN  
ATTN: REENA PRASAD  
803 11TH AVENUE  
SUNNYVALE, CA 94089

IOS CAPITAL INC.  
1738 BASS ROAD  
MACON, GA 31210

IRP-LINCOLN ATLANTA ASSOCS LLC  
100 PEACHTREE STREET  
SUITE 1810  
ATLANTA, GA 30303

ISGI  
94 NORTH ELM STREET SUITE 303  
WESTFIELD, MA 01085

JAROS BAUM & BOLLES  
80 PINE STREET  
NEW YORK, NY 10005

JASCULCA TERMAN & ASSOCIATES  
730 N. FRANKLIN STREET  
SUITE 510  
CHICAGO, IL 60610-7204

JASCULCA/TERMAN & ASSOCS, INC.  
730 NORTH FRANKLIN STREET  
SUITE 510  
CHICAGO, IL 60610



JASON TODD GREEN  
610 DEAN STREET  
APT. #3  
BROOKLYN, NY 11238

JESSICA PAYNE  
6617 TELEGRAPH AVE # 3  
OAKLAND, CA 94609

JOFAZ TRANSPORTATION  
1 COFFEY STREET  
BROOKLYN, NY 11231

JONES LANG LASALLE MGMT SVC  
2995 PAYSPIRE CIRCLE  
CHICAGO, IL 60674-2995

JOSEPH A. SORISI  
2 DOLLY CAM LANE  
OLD BROOKVILLE, NY 11545

JOSEPH CLASEN, ESQ.  
ROBINSON & COLE  
695 EAST MAIN STREET  
STAMFORD, CT 06904-2305

JRH SOLUTIONS  
208 POPOLO DRIVE  
LAS VEGAS, NV 89138

JUAN TORRES  
55 BROAD STREET  
25TH FLOOR  
NEW YORK, NY 10004

JUSTIN WOLF  
390 19TH STREET  
2ND FLOOR  
BROOKLYN, NY 11215

K.L. HOLDINGS LLC  
PO BOX 827124  
PHILADELPHIA, PA 19182-7124

K.L. HOLDINGS LLC  
PO BOX 1906  
CHERRY HILL, NJ 08034

KAREN MIGDALE  
21 LEROY STREET, APT. 23  
NEW YORK, NY 10014

KARPLUS & NUSSBAUM ARCHITECTS, P.C  
800 3RD AVE.  
NEW YORK, NY 10022-7604

KASTLE SYSTEMS  
PO BOX 75327  
BALTIMORE, MD 21275-5327

KB TOYS WHOLESALE INC  
100 WEST ST  
PITTSFIELD, MA 01201

KELLWOOD/PHAT FARM  
512 7TH AVENUE  
29TH FLOOR  
NEW YORK, NY 10018

KORN FERRY INTERNATIONAL  
1900 AVENUE OF THE STARS  
26TH FLOOR  
LOS ANGELES, CA 90067

LAGACETA  
PO BOX 5536  
TAMPA, FL 33675

LAIDLAW TRANSIT, INC.  
3349 HIGHWAY 138  
BLDG A, SUITE D  
WALL TOWNSHIP, NJ 07719

LAKE BUSINESS PRODUCTS  
37200 RESEARCH DRIVE  
EASTLAKE, OH 44095

LANAK & HANNA, P.C. CLIENT TRUST ACCOUNT  
400 NORTH TUSTIN AVENUE  
SANTA ANA, CA 92705

LAYER 7 NETWORKS LLC  
7 VAN WYK ROAD  
LAKE HIAWATHA, NJ 07034

LESTER, INC.  
19 BUSINESS PARK DRIVE  
A/R DEPT.  
BRANFORD, CT 06405

LEXISNEXIS  
PO BOX 7247-7090  
PHILADELPHIA, PA 19170-7090

LITTLER MENDELSON  
PO BOX 45547  
SAN FRANCISCO, CA 94145-0547

LORAIN BOARD OF EDUCATION  
2350 POLE AVENUE  
LORAIN, OH 44052

LORAIN BOE  
CHARLESTON ADMINISTRATIVE CTR  
2350 POLE AVENUE  
LORAIN, OH 44052

LOS ANGELES UNIFIED SCH DIST  
333 S. BEAUDRY, 28TH FLOOR  
ATTN: JOHN LIECHTY  
LOS ANGELES, CA 90017

LOUISIANA DEPT OF REVENUE  
PO BOX 201  
BATON ROUGE, LA 70821-0201

M5 NETWORKS  
245 WEST 17TH STREET  
9TH FLOOR  
NEW YORK, NY 10011

M5 NETWORKS  
245 W. 17TH STREET  
9TH FLOOR  
NEW YORK, NY 10011

MACROMEDIA  
600 TOWNSEND STREET  
SAN FRANCISCO, CA 94103

MAGNETIC SPRINGS  
PO BOX 182076  
COLUMBUS, OH 43218-2076

MANAGERIAL DESIGN CORPORATION  
1033 SOLUTIONS CENTER  
CHICAGO, IL 60677-1000

MARK BOYLAND  
48 SUNSET DRIVE  
CHATHAM, NJ 07928

MARK R. FISCHER  
80 WOODCHUCK HOLLOW ROAD  
COLD SPRING HARBOR, NY 11724

MARLENE WECHSLER  
1501 FIRST AVENUE  
APT. 4S  
NEW YORK, NY 10021

MATTHEW MUGO FIELDS  
120 E. 116TH STREET  
APT. 3R  
NEW YORK, NY 10029

MEGAPATH NETWORKS INC  
PO BOX 120324 DEPT 0324  
DALLAS, TX 75312-0324

MELWOOD SPRINGS WATER  
200 GEORGIA CROWN DRIVE  
MCDONOUGH, GA 30253

MERRILL COMMUNICATIONS LLC  
ATTN: DALE HEIN  
ONE MERRILL CIRCLE  
SAINT PAUL, MN 55108

METROPOLIS GROUP INC.  
299 BROADWAY, SUITE 600  
NEW YORK, NY 10007

MICROSOFT CORPORATION  
CORPORATE HEADQUARTERS  
ONE MICROSOFT WAY  
REDMOND, WA 98052-6399

MICROTEK  
2001 BUTTERFIELD ROAD  
SUITE 1500  
DOWNERS GROVE, IL 60515

MID HUDSON PHOTO ID  
10 ULSTER AVENUE  
ULSTER PARK, NY 12487

MIRRAM GROUP LLC  
895 BROADWAY, 5TH FLOOR  
NEW YORK, NY 10003

MONSTER  
PO BOX 34649  
NEWARK, NJ 07189

MTI  
17595 CARTWRIGHT ROAD  
ATTN: TODD WILLIAMS  
IRVINE, CA 92614

MWH #14 CORPORATION  
C/O TA REALTY CORP.  
28 STATE STREET, 10TH FLOOR  
BOSTON, MA 02109

NAIMI LUNDI  
234 MATTHEWS DR.  
NEWARK, NJ 07103

NATIONAL ORGANIZATION OF AFRICAN AMERICA  
507 CAPITAL COURT, NE  
WASHINGTON, DC 20002

NCS PEARSON  
ATTN: JACK KIELKUCKI  
1313 LOAN OAK DRIVE  
EAGAN, MN 55121

NET IMPACT  
660 MARKET STREET - SUITE 210  
SAN FRANCISCO, CA 94104

NETHER CARTER, TITLE I PAC

NEW YORK CITY BOE  
OFC OF DEP CHANCELLOR FOR TEAC  
52 CHAMBERS ST., 3RD ROOM 205  
NEW YORK, NY 10007

NEW YORK TIMES  
PO BOX 371456  
PITTSBURGH, PA 15250-7456

NEXTEL COMMUNICATIONS  
PO BOX 17621  
BALTIMORE, MD 21297-1621

NEXTEL OF NEW YORK INC.  
2001 EDMUND HALLEY DRIVE  
RESTON, VA 20191

NEXTEL OF NEW YORK, INC.  
565 TAXTER ROAD  
ELMSFORD, NY 10523

NIXON PEABODY LLP  
437 MADISON AVENUE  
NEW YORK, NY 10022

NOMADIC DISPLAY  
475 FIFTH AVENUE  
24TH FLOOR  
NEW YORK, NY 10017

OAKWOOD CORPORATE HOUSING  
004217 COLLECTIONS CENTER DR  
CHICAGO, IL 60693

PA-1601 MARKET STREET LP  
1601 MARKET STREET  
SUITE 2220  
PHILADELPHIA, PA 19103

PACIFIC POINTE OFFICE TWR LLC  
5959 TOPANGA CANYON BLVD  
SUITE 200  
WOODLAND HILLS, CA 91367

PARK CENTRAL NEW YORK  
870 7TH AVENUE  
NEW YORK, NY 10019

PAX WHOLESOME FOODS  
1776 BROADWAY  
NEW YORK, NY 10019

PAYCHEX, INC.  
CORPORATE HEADQUARTERS  
911 PANORAMA TRAIL SOUTH  
ROCHESTER, NY 14625-0397

PBM/CMSI  
1466 BROADWAY  
NEW YORK, NY 10036

PEARSON EDUCATION  
200 OLD TAPPAN ROAD  
OLD TAPPAN, NJ 07675

PENTON TECHNOLOGY MEDIA  
2420 RELIABLE PARKWAY  
CHICAGO, IL 60686-0024

PEOPLE FINDERS PLUS  
295 MADISON AVENUE  
NEW YORK, NY 10017

PEOPLE'S STATION AM1200 WCHB  
PO BOX 92266  
CLEVELAND, OH 44193

PHILOSOPHY IB  
25 A VREELAND ROAD  
SUITE 100  
FLORHAM PARK, NJ 07932

PLYMOUTH PARTNERS LP  
815 W. VAN BUREN  
CHICAGO, IL 60607

POLAND SPRING  
2767 E IMPERIAL HWY  
BREA, CA 92821

PREMIERE GLOBAL SERVICES  
PO BOX 404351  
ATLANTA, GA 30384-4351

PRINT MEDIA  
350 7TH AVENUE  
12TH FLOOR  
NEW YORK, NY 10001

PROGRESSIVE BUSINESS PUBLICATIONS  
PO BOX 3019  
MALVERN, PA 19355

PRUDENTIAL FINANCIAL  
PO BOX 841337  
DALLAS, TX 75284

QUAD VENTURE PARTNERS  
650 FIFTH AVENUE  
31ST FLOOR  
NEW YORK, NY 10019

QUALITY EDUCATION DATA  
1625 BROADWAY, SUITE 250  
DENVER, CO 80202



R.R. BOWKER  
630 CENTRAL AVEUNE  
NEW PROVIDENCE, NJ 07974-1606

RADICE III, LLC  
C/O EXCH. OF FT LAUDERDALE LLC  
1500 W. CYPRESS CREEK RD., #409  
FORT LAUDERDALE, FL 33309

RECRUITMAX SOFTWARE, INC.  
C/O MARK SILVERMAN, VURV TECHN  
7600 CENTURIAN PKWY, STE. 100  
JACKSONVILLE, FL 32256

REHABIL. INSTIT. OF MICHIGAN  
OFFICE OF DEVELOPMENT  
RM 810, 261 MACK BLVD  
DETROIT, MI 48201

RELATIONAL LLC  
101 FEDERAL STREET  
SUITE 1900  
BOSTON, MA 02110

REMINGTON INTERNATIONAL  
ATTN: DEBORAH MAGGIO  
206 NEWBERRY ST  
BOSTON, MA 02116

RESOLVE CORPORATION  
ATTN: MARK SOLLENBERGER  
20770 WESTWOOD DRIVE  
STRONGSVILLE, OH 44149

RESOURCE MANAGEMENT GROUP  
ATTN: SHIRIN KAZEMI  
177 BROAD STREET 11TH FLOOR  
STAMFORD, CT 06901

RON MASON  
303 BLISS LANE  
VALLEY COTTAGE, NY 10989

RRF V TRI CITY LP  
C/O GLENBOROUGH  
400 S. EL CAMINO REAL, STE 100  
SAN MATEO, CA 94402-1708

RUSSELL REYNOLDS ASSOC.  
200 PARK AVENUE  
NEW YORK, NY 10166-7018

SAN BERNARDINO CITY USD  
777 NORTH F STREET  
SAN BERNARDINO, CA 92410

SBC BILL PAYMENT CENTER - MI  
BILL PAYMENT CENTER  
SAGINAW, MI 48663-0003

SCHOLASTIC INC.  
557 BROADWAY  
NEW YORK, NY 10012

SECURE CHECK  
190 NORTH UNION STREET  
SUITE 101  
AKRON, OH 44304

SHAKER RECRUITMENT AD. & COMM.  
1100 LAKE STREET  
OAK PARK, IL 60301-1015

SHEN MILSOM & WILKE  
417 FIFTH AVENUE  
NEW YORK, NY 10016

SHURGARD OF RIVER WEST  
947 WEST VAN BUREN  
CHICAGO, IL 60607-3529

SILICON VALLEY BANK  
221 WASHINGTON ST., STE. 200  
ONE NEWTON EXECUTIVE PARK  
NEWTON, MA 02462

SITEL  
PO BOX 3480  
OMAHA, NE 68103-0480

SONICWALL SERVICES  
PO BOX 30176  
LOS ANGELES, CA 90030-9849

SONY ELECTRONICS  
SONY DRIVE, MS:1E4  
ATTN: LLOYD SARA KIN  
PARK RIDGE, NJ 07656-8003

SPRINT  
PO BOX 79133  
PHOENIX, AZ 85062-9133

SPRINT RECYCLING INC.  
605 WEST 48TH STREET  
NEW YORK, NY 10036

SRC SOFTWARE  
13190 SW 68TH PKWY  
PORTLAND, OR 97223

STACEY JOHNSON  
C/O PETER ULANOWICZ, ESQ.  
4486 DAVIE ROAD  
DAVIE, FL 33314

STACY SCOTT  
EXEC RESULTS CONSULTING  
PHOENIX, AZ 85022

STATE-OPER SCH DIST - JC  
346 CLAREMONT AVENUE  
JERSEY CITY, NJ 07305

STATE-OPER SCH DIST - NEWARK  
2 CEDAR STREET  
NEWARK, NJ 07102

STEPHEN MURRAY  
647 WESTCHESTER ROAD  
COLCHESTER, CT 06415

STEVEN J. MURRAY  
647 WESTCHESTER ROAD  
COLCHESTER, CT 06415

SUNGARD AVAILABILITY SERVICES  
PO BOX 91233  
CHICAGO, IL 60693

SUNGARD AVAILABILITY SERVICES  
680 E. SWEDESFORD ROAD  
ATTN: CONTRACT ADMINISTRATION  
WAYNE, PA 19087

SUNTRUST CENTER LLC  
PO BOX 532900 - DEPT. 12281  
ATLANTA, GA 30353-2900

SUNTRUST CENTER, LLC  
C/O EQUITY OFFICE  
200 S. ORANGE AVE., SUITE 2150  
ORLANDO, FL 32801

SUTTLE STRAUS  
PO BOX 370  
WAUNAKEE, WI 53597

TALEO CORPORATION  
1010 NORTHERN BOULEVARD  
SUITE 328  
GREAT NECK, NY 11021

THE DAVID ALLEN COMPANY  
1674 MCNELL ROAD  
OJAI, CA 93023

THE MIRRAM GROUP, LLC  
895 BROADWAY 5TH FLOOR  
NEW YORK, NY 10003

THE NEW YORK TIMES  
PO BOX 7777  
PHILADELPHIA, PA 19175-7770

THE TRANSLATION DEPT  
PO BOX 303  
DEKALB, IL 60115

THE TREELINE 189 PARTNERS  
200 GARDEN CITY PLAZA  
SUITE 325  
GARDEN CITY, NY 11530

TIFFANY & CO.  
PO BOX 27389  
NEW YORK, NY 10087-7389

TIGER INFORMATION SYSTEMS  
OPERATIONS CENTER  
PO BOX 8500-1206  
PHILADELPHIA, PA 19178-1206

TOM SNYDER PRODUCTIONS  
PO BOX 34776  
NEWARK, NJ 07189-4776

TREMAIN NELSON  
17523 KENTON CROSSING LANE  
RICHMOND, TX 77469

U.S. HEALTHWORKS  
PO BOX 50042  
LOS ANGELES, CA 90074

UINTA BUSINESS SYSTEMS  
DEPARTMENT 1293  
DENVER, CO 80291

ULTIMUS  
15200 WESTON PARKWAY  
SUITE 106  
CARY, NC 27513

UNITED INS. CO. OF AMERICA  
7674 W. LAKE MEAD BLVD  
SUITE 104  
LAS VEGAS, NV 89128

UPS  
PO BOX 7247-0244  
PHILADELPHIA, PA 19170-0001

V-CUBE U.S.A., INC.  
879 W. 190TH ST, STE 929  
ATTN: MASAOKO IWATA  
GARDENA, CA 90248

VERIZON ACCESS BILLING  
PO BOX 1100  
ALBANY, NY 12250-0001

VERIZON CA - (SB)  
PO BOX 9688  
MISSION HILLS, CA 91346

VERIZON CALIFORNIA  
PO BOX 30001  
INGLEWOOD, CA 90313-0001

VERIZON FLORIDA  
PO BOX 920041  
DALLAS, TX 75392-0041

VERIZON NJ  
PO BOX 4833  
TRENTON, NJ 08650-4833

VERIZON NY  
PO BOX 15124  
ALBANY, NY 12212-5124

VERIZON WIRELESS  
PO BOX 489  
NEWARK, NJ 07101-0489

VERIZON WIRELESS  
ATTN: CUSTOMER SERVICE  
PO BOX 554  
WARRENDALE, PA 15086-0553

VERIZON WIRELESS - MD  
PO BOX 17464  
BALTIMORE, MD 21297-1464

VIP GOLD  
169 BAY 17TH STREET  
BROOKLYN, NY 11214

VIRTUALEDGE CORPORATION  
1010 STONY HILL ROAD  
YARDLEY, PA 19067

VOXEO CORPORATION  
100 EAST PINE STREET # 600  
ORLANDO, FL 32801

WALL STREET JOURNAL  
PO BOX 7007  
CHICOPEE, MA 01021-9985

WASHINGTON STATE TREASURER  
PO BOX 9048  
OLYMPIA, WA 98507-9048

WESTIN RINEHART GROUP LLC  
2001 PENNSYLVANIA AVE, NW  
SUITE 250  
WASHINGTON, DC, DC 20006

WILSON SONSINI GOODRICH  
PO BOX 60000  
SAN FRANCISCO, CA 94160-3672

WILSON SONSINI, ET AL.  
650 PAGE MILL ROAD  
PALO ALTO, CA 94304-1050

WINTER, WYMAN FINANCIAL CONTRACTING  
PO BOX 845050  
BOSTON, MA 02284-5050

WIRELESS GENERATION INC  
PO BOX 9178  
UNIONDALE, NY 11555-9178

WITHUM SMITH & BROWN (WS&B)  
5 VAUGHN DRIVE  
PRINCETON, NJ 08540

WZAK 93.1 FM  
2510 ST CLAIR AVENUE  
CLEVELAND, OH 44114

XEROX CAPITAL  
PO BOX 827181  
PHILADELPHIA, PA 19182-7181

XEROX CAPITAL SERVICES LLC  
PO BOX 660501  
DALLAS, TX 75266-0501

YARA I ALMA BONILLA  
URB.HIPODROMO #1464  
C/LAS PALMAS, APT. 2A  
SANTURCE, PR 00909-2637

YELLOW TRANSPORTATION INC  
PO BOX 13850  
NEWARK, NJ 07188-0850

YIPES ENTERPRISE SERVICES INC  
DEPT CH 17502  
PALATINE, IL 60055-7502

YOUNAN PROPERTIES INC.  
PO BOX 31001-1830  
PASADENA, CA 91110

ZEPHYRHILLS  
PO BOX 52214  
PHOENIX, AZ 85072-2214

ZERO TO FIVE LLC  
650 CLOVELLY LANE  
DEVON, PA 19333



**United States Bankruptcy Court**  
**Southern District of New York**

In re **Platform Learning Inc.**

Debtor(s)

Case No. \_\_\_\_\_

Chapter **11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Platform Learning Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Ascend Ventures, L.P.**  
**1500 Broadway, 14th Floor**  
**New York, NY 10036**

**Platform Group LLC**  
**c/o Eugene V. Wade, Jr.**  
**55 Broad Street, 25th Floor**  
**New York, NY 10004**

**Quad Venture Partners SBIC, LP**  
**650 Fifth Avenue**  
**31st Floor**  
**New York, NY 10019**

☐ None [*Check if applicable*]

**June 21, 2006**

Date

**/s/ Eric W. Sleeper**

**Eric W. Sleeper**

Signature of Attorney or Litigant  
Counsel for **Platform Learning Inc.**  
**Herrick, Feinstein LLP**

**2 Park Avenue**  
**New York, NY 10016**  
**(212) 592-1400 Fax:(212) 592-1500**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X

In re

Case No.:

**Platform Learning Inc.**

Chapter 11

Debtor(s)

-----X

**DECLARATION RE: ELECTRONIC FILING**

**PART I - - DECLARATION OF PETITIONER[S]:**

I [We] Juan Torres [and \_\_\_\_\_] the undersigned debtor[s], hereby declare under penalty of perjury, that the information I [we] have given my [our] attorney and the information provided in the electronically filed petition is true and correct. I [We] consent to my [our] attorney sending my [our] petition, and the accompanying statements and schedules to the United States Bankruptcy Court, the trustee appointed in my [our] case and the United States Trustee. I [We] understand that failure to provide the trustee with the signed original of this Declaration Re: Electronic Filing within 15 days following the date the petition was electronically filed will cause my [our] case to be dismissed pursuant to 11 U.S.C § 707(a)(3) without further notice.

Dated: June 21, 2006

Signed: /s/ Juan Torres

**PART II - - DECLARATION OF ATTORNEY:**

I declare under penalty of perjury that I have reviewed the above debtor's(s') petition, schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. The debtor(s) will have signed this form before I file the petition, schedules and statements. I will give the debtor(s) a copy of all forms and information to be filed with the United States Bankruptcy Court, and I will send copies of this declaration, the petition, schedules and statements to the trustee appointed in this case and to the United States Trustee. This declaration is based upon all information of which I have knowledge.

Dated: June 21, 2006

Signed: /s/ Eric W. Sleeper  
Eric W. Sleeper

Attorney for Debtor[s]

**Herrick, Feinstein LLP**  
**2 Park Avenue**  
**New York, NY 10016**  
**(212) 592-1400**